Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

LANDMARK PRESERVATION, INC.

ARTICLES OF AMENDMENT

Landmark Preservation, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessment and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the name of Landmark Preservation, Inc. and paragraph four and inserting in lieu thereof the following:

The name is to be changed to Landmark Builders, Inc.

The fourth paragraph is to read: The post office address of the principal office of the Corporation in this state is 80 West Lee Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is David L. Stanley whose post office address is 104 Wayside Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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: Landmark Preservation, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on January 16, 1991.

ATTEST:

Mary A. Corey

Mary A. Corey, Secretary

Landmark Preservation, Inc.

David L. Corey, Sr., President

THE UNDERSIGNED, President of Landmark Preservation, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval therof are true in all material respects, under the penalties of perjury.

David L. Corey, Sr., President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
1-18-91 at 8:44 A.m.

1991 JAN 18 A 8:44

3336 2104

2

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

LIBER 32 PAGE 388

DOCUMENT CODE 09A82 BUSINESS CODE ____ COUNTY 70

D 2284099 ____ 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) Landmark Builders, Inc.

X 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: Donald L Corey
Mary A Corey

MAIL TO ADDRESS: Landmark, Inc
50 West Lee Street
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PCM

3325 2105

ARTICLES OF AMENDMENT
OF
LANDMARK PRESERVATION, INC.
CHANGING ITS NAME TO:
LANDMARK BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 18, 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	$

D2284099

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 JUL 11 1991

RETURN TO:
DONALD L. CAREY
LANDMARK, INC.
80 WEST LEE STREET
HAGERSTOWN MD 21740

139C3041068

A 348317

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

LIBER 6P PAGE 333

3326 2103

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
of
PANGBORN BOULEVARD ELEMENTARY SCHOOL PTA INC.
(Name of Association)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
2/11/91 8:57

FIRST: We, the undersigned, whose post office address is 195 Pangborn Blvd., Hagerstown, MD 21740
(P.O. Box addresses unacceptable)
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
PANGBORN BOULEVARD ELEMENTARY SCHOOL PTA, INC.

THIRD: 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 the corresponding provisions of any future United States Internal Revenue Law).

3.1 To promote the welfare of children and youth in home, school, community, and place of worship.
3.2 To raise the standards of home life.
3.3 To secure adequate laws for the care and protection of children and youth.
3.4 To bring into closer relation the home and school, that parents and teachers may cooperate intelligently in the training of the child.
3.5 To develop between educators and the general public such united efforts as will secure for every child the highest advantages in physical, mental, social and spiritual education.
3.6 To receive gifts, endowments, devices and bequests which shall be used to carry out the purposes and objectives of this Corporation.
3.7 To carry on any activities necessary to carry out the objectives and purposes of this Corporation.

FOURTH: The management of this Corporation shall be vested in a Board of Directors; the number of directors, qualifications, term of office, manner of election, time and place of meetings, and powers and duties shall be prescribed by the bylaws of the Corporation.

4.1 A director may be removed from office by a two-thirds vote of the membership present at a regularly scheduled meeting or a meeting called for such purpose.
4.2 The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on the members of the Corporation are granted subject to this reservation.
4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any further 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 (or corresponding provisions of any future United States Internal Revenue Law).

FIFTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County/City in which the principle office of the Corporation is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SIXTH: The post office address of the principle office of the Corporation in Maryland is
195 Pangborn Boulevard, Hagerstown, MD 21740
(insert the street, number, city, county and zip code of the school)

The name and the post office address of the resident agent of the Corporation in Maryland is the Maryland Congress of Parents and Teachers, Inc., 13 South Carrollton Avenue, Baltimore, Maryland 21223.

SEVENTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

1991 MAR -7 A 8:

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 members.

8.1 Pursuant to the bylaws of the Corporation, the Maryland Congress of Parents and Teachers, Inc. and the National PTA.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The initial Board of Directors shall be composed of at least three (3) members. The name and address of persons who are to serve as the initial Directors and Incorporators of this Corporation are listed below. If the PTA/PTSA Unit is already in existence, the current officers may act as Directors and Incorporators, and are listed below.

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

10668304

Sharon A. Temby (Type or print name under each signature)	1012 Valleybrook Dr., Hagerstown, MD 21740 (Address)
M. Lee Williams (Type or print name under each signature)	1361 Jefferson Blvd., Hagerstown, MD 21740 (Address)
W. Raymond Ketrow, Jr. (Type or print name under each signature)	875 Park Road, Hagerstown, MD 21740 (Address)

DATED THIS 20th DAY OF December, 1990

1991 FEB 11 A 8:57

CONSENT TO APPOINT AS REGISTERED AGENT

I, the Maryland Congress of Parents and Teachers, Inc., hereby consent to serve as registered agent, in the State of Maryland, for the Corporation herein named. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of Assessments and Taxation, State of Maryland, of any change in the registered office address of the Corporation for which I am agent.

2/5/91 (Date) Edwina S. Green (Signature of Registered Agent), State 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 02 MA BUSINESS CODE 04 COUNTY 71

[redacted] ____ 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.
[redacted]51		Foreign Name Registration
[redacted]13		____ Certified Copy
[redacted]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
[redacted]70		Change of P.O., R.A. or R.A.A.
[redacted]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: Langham Boulevard PTA, Inc
195 Langham Blvd.
Hagerstown, MD. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PM

3314 0339

ARTICLES OF INCORPORATION
OF
PANGBORN BOULEVARD ELEMENTARY SCHOOL PTA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 11, 1991 AT 8:57 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	$

D3178001

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 JUL 11 1991

RETURN TO:
PANGBORN BOULEVARD PTA, INC.
195 PANGBORN BLVD.
HAGERSTOWN MD 21740

173C3041092

A 352765

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

3314 0336

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

December 17th, 1990

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

RE: Appointment of Successor Resident Agent

Gentlemen:

I do hereby certify that the following is a true and corect copy of the resolutions of the Board of Directors of Hagerstown Paint and Glass Company duly adopted December 17th, 1990:

> "RESOLVED, that the Board of Directors of this Corporation, does hereby appoint Steve F. Palkovitz, 330 West Oak Ridge Drive, Hagerstown, Maryland 21740 as its successor Resident Agent; and it is
>
> "FURTHER RESOLVED, that pursuant to the requirements of MD. ANN. CODE, Corp. & Ass'ns Art., §2-108, of the State Department of Assessments and Taxation of Maryland be advised of this change of Resident Agent by filing for record of a certified copy of these resolutions and that the same take effect upon its acceptance of such advice."

1046800

Steve Palkovitz
President

RECEIVED
'91 FEB 14 PM 12 29
STATE DEPT. OF
ASSESSMENTS & TAXATION

FEL:106

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/14/91 at 12:29 P.M.

HAGERSTOWN PAINT AND GLASS COMPANY

CONSENT OF DIRECTORS TO ACTION WITHOUT A FORMAL MEETING

Pursuant to Md. Ann. Code, Corp. & Ass'ns Art., §2-408(c), the undersigned, acknowledging themselves to be all of the Directors of Hagerstown Paint and Glass Company (the "Corporation"), do hereby declare advisable, consent to and approve the following action without a formal meeting as of December 17th, 1990:

1. The adoption of the following resolutions:

"RESOLVED, that the Board of Directors of this Corporation hereby accepts the resignation of Leonard G. Matthias as Resident Agent of the Corporation and does appoint Steve F. Palkovitz, 330 West Oak Ridge Drive, Hagerstown, Maryland 21740, as the successor Resident Agent; and it is

FURTHER RESOLVED, that the State Department of Assessments and Taxation of Maryland be advised of this change of name and address of its Resident Agent and that the same take effect on its acceptance of such advice."

AND we do hereby direct the Secretary of the Corporation to file this Consent with the records of the Corporation.

Steve Palkovitz

Robert E. Thomas

L. G. Matthias

Directors

FEL:105

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 71

D023445 ____ 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)
[redacted]		Foreign Qualification
[redacted]		Cert. of Qual. or Reg.
[redacted]		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
[redacted]1		Financial
[redacted]00		____ 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 078

ATTENTION: Fran Landes

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
THE HAGERSTOWN PAINT AND GLASS COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 14, 1991 AT 12:29 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	$

D0233445

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 JUL 11 1991
OBER, KALER, GRIMES AND SHRIVER
ATTN: FRAN LANDERS
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

164C3042192

A 351214

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT

OF

ISLAMIC SOCIETY OF WESTERN MARYLAND, INC.

Islamic Society of Western Maryland, Inc., having its principal office at 109 Knotty Pine Drive, Hagerstown, MD 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by adding a Paragraph F to Article Tenth which states:

F: Upon the dissolution of the corporation/ organization, assets shall be distributed for one or more except purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Fedreal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

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, Islamic Society of Western Maryland, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 15th day of Feb., 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Islamic Society of Western Maryland, 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:

M. Chowdhry MD
Secretary

ISLAMIC SOCIETY OF WESTERN MARYLAND, INC.

BY: Mehrullah Khan
Mehrullah Khan

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 M.N. BUSINESS CODE _____ COUNTY 71

D3052107 ____ 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
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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 _____

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 Omalbern St.
Hagerstown, Md 21740

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

ARTICLES OF AMENDMENT
OF
ISLAMIC SOCIETY OF WESTERN MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1991 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	$

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 JUL 11 1991

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

16C3042155

A 351183

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

14 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

M

2/25/91 at 9:07a m.

ARTICLES OF INCORPORATION

THE VEIN CENTER/DRS. CLARK AND SLASMAN, 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 The Vein Center/Drs. Clark and Slasman, 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 treatment of veins, 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 526 Gordon Circle, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is John W. Clark, 526 Gordon Circle, 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 two (2), 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 John W. Clark, M.D. and William H. Slasman, 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 21st day of February, 1991.

WITNESS:

William McC. Schildt

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 MF BUSINESS CODE 06 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: John W. Clark
526 Gordon Circle
Hagerstown Md 21740

TOTAL FEES 40 ✓

___ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: MEG

7711 3111

ARTICLES OF INCORPORATION
OF
THE VEIN CENTER/DRS. CLARK AND SLASMAN, P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1991 AT 9:07 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	$

D3170768

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 W. CLARK
526 GORDON CIRCLE
HAGERSTOWN MD 21740

MAILED JUL 11 1991

165C3042304

A 351309

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. 3311 2107

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
AUCTIONS, AUCTIONS, AUCTIONS, INC.

FIRST: The undersigned Kenneth F. Clements, Walter McKinney, and Paris Koser, whose addresses re, 4187 Appaloosa Way, Middletown, MD, 21769; 11102 Putman Rd., Thurmont, MD 21788; and RD2, Box 492, Everett, PA, 15537; respectively, 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 Auctions, Auctions, Auctions, Inc.

THIRD: The purposes for which the Corporation is authorized is to conduct public sales and auctions, and to otherwise carry on lawful business in the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation is 7742 Boonsboro Pike, Boonsboro, MD 21713. The name and address of the registered agent if the Corporation is Walter A. McKinney, 11102 Putman Road, Thurmont, MD 21788.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5000 shares of par value of $1.00 per share, all of one class, and having an aggregate value of $5,000.00

SIXTH: The number of director of the corporation shall be three (3), which number may be increased of decreased pursuant to the by-laws of the Corporation, and so long as there are less than three (3) stockholders, the number of director may be less then three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Kenneth F. Clements, Walter A, McKinney, and Paris Koser.

SEVENTH: The following provisions are hereby adopted for the purposes of definging, limiting and regulating the powers of the Corporation and of the directors and stockholders.
(To Be Determined)

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on 18 Feb. 1991 (date), and severally acknowledge the same to be our act.

Kenneth F. Clements

Walter McKinney

Paris Koser

02-25-91 9.26A

1991 FEB 25 A 9:26

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 21

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		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 _____

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: Patricia A. Patton

MAIL TO ADDRESS: Walter McKinney Auctions Auctions Auctions 7700 Boonsboro Pike Boonsboro, Md. 21713

TOTAL FEES 40

____ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: MW

ARTICLES OF INCORPORATION
OF
AUCTIONS, AUCTIONS, AUCTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1991 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	$

D3170495

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 JUL 11 1991

RETURN TO:
AUCTIONS, AUCTIONS, AUCTIONS, INC
ATTN: PATRICIA A. PATTON
7700 BOONSBORO PIKE
BOONSBORO MD 21713

164C3042152

A 351182

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

2711 1397

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

22

SHENANDOAH HOMES, INC.
(A Close Corporation)

Articles of Amendment

2-25-91 9:47a

SHENANDOAH HOMES, INC., a Maryland Corporation, having hereby certifies to the State Department of Assessments and Taxation of Maryland that:

1991 FEB 25 A 9:47

FIRST: The Charter of the Corporation is hereby amended by adding Article TWELFTH of the Charter as follows:

> TWELFTH: 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.

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, Shenandoah Homes, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and

attested by its Secretary on this 21st day of February, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Shenandoah Homes, Inc., duly authorized by the stockholders (the Corporation having elected to have no Board of Directors) 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.

Stephen C. Bushey, Secretary

Mark D. Haymes, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

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

Notary Public

My Commission Expires:

5/14/94

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 03 COUNTY 71

D 2658789 ___ 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 _____

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: Scott Schubel
138 West Washington St
Hagerstown, Md
21740-4767

TOTAL FEES 28

✓ Check ___ Cash

NOTE: add close

___ Documents on ___ checks

APPROVED BY: JW

ARTICLES OF AMENDMENT
OF
SHENANDOAH HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1991 AT 9:47 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	$

D2658789

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 STREET
HAGERSTOWN MD 21740 4769

MAILED JUL 11 1991

166C3040156

A 351612

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.

7312 1329

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

GOD'S WORD TO THE WORLD
INTERNATIONAL FELLOWSHIP, INC.
P. O. Box 75 5466 Main street
Millport, New York 14864
1-800-562-6186

CORPORATE RESOLUTION - ACTION TAKEN IN THE FEBRUARY 3, 1991 CORPORATED BOARD MEETING BY THE BOARD OF DIRECTORS, 2:00 PM

The Board of Directors of **GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.**, a **NON-PROFTT RELIGIOUS CORPORATION** organized in the State of Maryland on 17 October 1983, duly approved a resolution as follows:

RESOLVED: That the principal office of the corporation is hereby changed to P. O. Box 75, 5466 Main Street, Millport, New York 14864, % Mr. Lawrence O. Fleming, as of January 5, 1991.

FURTHER RESOLVED: That the Resident Agent for the State of Maryland remain Mr. Robert B. Stone, Attorney-at-Law, with the noted change in his Maryland address to: 120 North Potomac Street, Hagerstown, Maryland 21740. Telephone number: 1-301-739-4700. FAX 1-301-739-7132.

ch Md Pot RAA to 120 N. Potomac St, Hagerstown Md 21740

I, ROY E. SNYDER certify that under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

SEAL

Roy E. Snyder
ROY E. SNYDER

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

Telephone: 1-800-562-6186

Lawrence O. Fleming
LAWRENCE O. FLEMING

Assistant Corporate Secretary

CORPORATE MARYLAND I.D. NUMBER: D1 6 2 3 8 1 8

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

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 26005 BUSINESS CODE _____ COUNTY 71

[redacted] D1623818 ____ 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
[redacted]50		Cert. of Qual. or Reg.
[redacted]51		Foreign Name Registration
[redacted]3		____ Certified Copy ____
[redacted]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
[redacted]70	10	Change of P.O., R.A. or R.A.A.
[redacted]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: God's Word To The World International Fellowship, Inc.
PO Box 75
Millport, NY 14864

TOTAL FEES 10

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
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 FEBRUARY 25, 1991 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:
$	$ 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 JUL 11 1991

RETURN TO:
GOD'S WORD TO THE WORLD INTERNATI
ONAL FELLOWSHIP, INC.
P. O. BOX 75
MILLPORT NY 14864

164C3042259

A 351264

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2311 1865

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

LAW OFFICES

Hoyert & Yoho, Chartered

7718 FINNS LANE

LANHAM, MARYLAND 20706-1320

301/459-4200

BILL L. YOHO
ROBERT S. HOYERT

THEODORE L. MAST
MURRAY A. ZITVER
WALTER A. HERBERT, JR.

12 February 1991

Tri-Star Video, Incorporated
229 West Main Street
Hancock, Maryland 21750

Gentlemen:

You are hereby notified of my resignation as Resident Agent for Tri-Star Video, Incorporated, effective immediately.

RECEIVED
'91 FEB 25 PM 3 14
STATE DEPT. OF
ASSESSMENTS & TAXATION

Sincerely yours,

HOYERT & YOHO, CHARTERED

BILL L. YOHO
21 W. Main Street
Hancock, MD 21750

BLY:mc
cc: State Department of Assessments
and Taxation

2/25/91 3:14

30

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

D2027894 ____ 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
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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	$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: _____
Hogan & Goby Chartered
7718 Finns Lane
Lanham, Md 20706-1320

NOTE:

1 Check ____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

3211 1755

RESIGNATION OF RESIDENT AGENT
OF
TRI-STAR VIDEO, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1991 AT 3:14 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	$

D2027894

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 JUL 11 1991

RETURN TO:
HOYERT, YOHO & GAFFIGAN, CHARTERED
7718 FINNS LANE
LANHAM MD 20706 1320

164C3042232

A 351243

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

7311 1754

32 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

RESOLUTION OF BOARD OF DIRECTORS

THE INDEPENDENT JUNIOR FIRE ENGINE COMPANY,
NO. 3 OF HAGERSTOWN, MARYLAND

The Board of Directors of the above-named Corporation, did on the 7th day of Faburary, 1991, approve a Resolution as follows:

RESOLVED: That the principal office of the Corporation be and is hereby designated as 105 North Potomac Street, Hagerstown, Maryland 21740; and it is further

RESOLVED: That Charles N. Ringer, 967 Mulberry Avenue, Hagerstown, Maryland 21740, be and he is hereby designated as the Resident Agent of the Corporation.

I, Lori E. Bryan, Secretary, 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.

Lori E. Bryan
Lori E. Bryan, Secretary

1991 FEB 26 A 8:34

10788360

2/26/91 8:34 A

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

D0697144 ____ 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
[redacted]		____ Certified Copy ____
[redacted]		Penalty
[redacted]		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
[redacted]70	$10.00	Change of P.O., R.A. or R.A.A.
[redacted]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: Kaylor Wantz
123 W Washington St
Hagerstown, Md 21740

TOTAL FEES $10.00

1 Check ____ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
THE INDEPENDENT JUNIOR FIRE ENGINE COMPANY, NO.
3 OF HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26, 1991 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:
$	$ 10.00	$

D0627144

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 & HANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

MAILED JUL 11 1991

18103042279

A 353634

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ST. PETER'S (BEARD'S) LUTHERAN CHURCH
OLD FORGE ROAD
ROUTE #10, BOX #49
HAGERSTOWN, MARYLAND - 21740

RESOLUTION

2/26/91 9:17

WHEREAS, it has become necessary to revise the Constitution of St. Peter's (Beard's) Lutheran Church dated, May 17, 1956,: therefore be it

RESOLVED, that on this 24th. day of February in the year of 1991, at the Congregational Council Meeting held at 10:15 a.m. that the name and address of the place of worship shall be St. Peter's (Beard's) Lutheran Church, Old Forge Road, Route #10, Box #49, Hagerstown, Maryland - 21740; and be it

RESOLVED further, that at this same time and date, thereby, the Resident Agent and Address shall be, Thomas M. McCleaf, Lay President, 24 Maple Avenue, P.O. Box #175, Smithsburg, Maryland 21783.

NOW THEREFORE, this Resolution was the action taken by the Congregational Council. This Congregational Council has been duly elected by the Church Congregation of St. Peter's (Beard's) Lutheran Church for the year of 1990-1991. All persons are of legal age.

[redacted]

Signed: Thomas M. McCleaf — Lay President [redacted]
Francis J. Lyon — Treasurer
Mary M. Bartlett — Secretary
Kirk E. Winders — Financial Secretary
Frank D. Barlup — Property Chairman
Paul J. Pottenger, Jr. — Property Co-Chairman

1991 MAR 11 A 10:00

Date: February 24, 1991

1991 FEB 26 A 9:17

10808049

36

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 $1 BUSINESS CODE _____ COUNTY 71

D3123403 ___ 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 _____

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 McMc Chief

MAIL TO ADDRESS: St Peter's (Beardis) L.C.
Route 10 Box 49
Hagerstown, Md 21740

TOTAL FEES _____

10 Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: A

NOTE: ignore name discrepancy

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
ST. PETER'S EVANGELICAL LUTHERAN CHURCH NEAR
HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26, 1991 AT 9:17 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	$

D3123403

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 JUL 11 1991
ST. PETER'S (BEARD'S) L.C.
THOMAS MC MCCLEAF
ROUTE 10, BOX 49
HAGERSTOWN MD 21740

18103042298

A 353650

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

2-27-91 9:15a

A MAINTENANCE SUPPLY COMPANY, 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 A Maintenance Supply Company, Inc.

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

(1) To engage in the business of the manufacture and distribution of replacement hardware; 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 1806 Elizabeth Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John Brallier, 1806 Elizabeth Court, 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 one (1); and

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

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

berg & DiGirolamo
s at Law
t Washington Street
own, Maryland 21740

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

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

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

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 26 day of February, 1991, and I acknowledge the same to be my voluntary act and deed.

Angela L. Burgan
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

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 _____

TOTAL FEES 40

✓ Check ____ Cash

_____ Documents on _____ checks

APPROVED BY: JC

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 DiGirolamo
134 W. Wash. St.
Hagerstown MD 21740

NOTE:

ARTICLES OF INCORPORATION
OF
A MAINTENANCE SUPPLY COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 27, 1991 AT 9:15 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	$

D3175148

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 JUL 11 1991

RETURN TO:
THOMAS DI GIROLAMO
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

17C3040665

A 352105

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. 3312 0332

42 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

ENSYN CORPORATION

FIRST I, the undersigned, L. Philip Gamerman, residing at 646 Summit Avenue, Hagerstown, Maryland 21740, being at least twentyone (21) years of agedo under and by virtue of the General Laws of the State of Maryland authorizing 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 Ensyn, Corporation.

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 1. The purpose for which the corporation is formed is to research, manufacture, sell and service products such as soaps, deodorizers, commercial cleaners, consumer personal products, and other industrial and consumer goods.

2. To acquire, organize, manage, sell, invest in and otherwise deal with various commercial and business activities, ventures, opportunities and assets represented thereby including but not limited to real property and personal property (both tangible and intangible).

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

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

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

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

FIFTH The post office address of the Corporation in the State of Maryland is 133 S Burhans Blvd, Hagerstown, Maryland 21741. The name and address of the resident agent of the Corporation in Maryland is L. Philip Gamerman, 646 Summit Avenue, 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), divided into six thousand (6,000) shares of Class A Common stock without par value, and four thousand (4,000) shares of Class B common stock without par value.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all the 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 taken by the Corporation or the stockholders therof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

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 three (3), except 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.

3. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are L. Philip Gamerman, 646 Summit Avenue, 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 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 the corporation's stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

3. The 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, We have signed these Articles of Incorporation and severally acknowledged the same to be our acts

WITNESS 3-1-91 Date

L. Philip Gamerman 3/4/91 Date

STATE OF MARYLAND, COUNTY OF : to wit

I HEREBY CERTIFY that on this 1 day of March 1991 before me subscribed, a Notary Public of the State of Pennsylvania, personally appeared L. L. Philip Gamerman , 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.

Mary C. Kimmel
Notary Public

My Commission Expires:

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

[redacted]# _____ ____ 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
[redacted]		
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: L. Philip Gamerman

MAIL TO ADDRESS: ~~Emp. Corp~~
L. Philip Gamerman
646 Summit Ave.
Hagerstown, MD. 21740

TOTAL FEES 60

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMJ

ARTICLES OF INCORPORATION
OF
ENSYN, CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 1, 1991 AT 1:03 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	$

D3186103

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:
L. PHILIP GAMERMAN
646 SUMMIT AVE.
HAGERSTOWN MD 21740

182C3042380

A 353719

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

RECEIVED
'91 MAR 4 AM 9 20
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
3-4-91 at 9:20a m.

ARTICLES OF REVIVAL

First: The name of the Corporation at the time the charter was forfeited was JIM SNYDER EXTERMINATING, INC.

Second: The name which the Corporation will use after revival is JIM SNYDER EXTERMINATING, INC.

Third: The name and address of the resident agent are;
James E. Snyder
2647 Virginia Avenue
Williamsport, Maryland 21795

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

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

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

Sixth: The address of the principal office in this state is, 2647 Virginia Avenue, Williamsport, Maryland, 21795.

The undersigned who were respectively the last acting Vice-President and Secretary of the Corporation severally acknowledge the Articles to be their act.

James E Snyder
James E. Snyder
President

Donna M Snyder
Donna M. Snyder
Secretary

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, DONNA M. SNYDER, SEC of JIM SNYDER EXTERMINATING, 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.

Donna M Snyder
(print name beneath signature)
DONNA M SNYDER

I hereby certify that on MARCH 1, 1991 before me the
(insert date)

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

WASHINGTON COUNTY personally appeared
of county for which notary is appointed) (insert name

DONNA M. SNYDER 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

Margaret G. Dibert
(signature of notary public)
MARGARET G. DIBERT

My Commission expires MAY 1, 1992

3313 0294

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 03 COUNTY 71

D10786 1 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	39	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	6	1 Corp. Good Standing #95511
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 95

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 Snyder
2647 Virginia Ave
N. Williamsport Md
21795

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: JW

2212 2395

THE ARTICLES OF REVIVAL
OF
JIM SNYDER EXTERMINATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 4, 1991 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	$ 30.00

D1107861

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.

NAMED JUL 11 1991

RETURN TO:
JAMES SNYDER
2647 VIRGINIA AVENUE
WILLIAMSPORT MD 21795

172C3040920

A 352319

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3717 2292

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT FOR INCREASE IN AUTHORIZED CAPITAL

M. P. M. HOLDINGS, INC.

ARTICLES OF AMENDMENT

M. P. M. Holdings, 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 all of Article V, and inserting in lieu thereof the following:

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Four Thousand (4,000) shares, of the par value of One Dollar ($1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is Four Thousand Dollars ($4,000.00).

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on December 7, 1990 adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment to the charter was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of the Corporation to be held on December 21, 1990.

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

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

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

One Thousand (1,000) shares, of the par value of One Dollar ($1.00) each, all of which shares are of one class and designated Common Stock.

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

Four Thousand (4,000) shares, of the par value of One Dollar ($1.00) each, all of which shares are of one class and designated Common Stock.

(c) The aggregate par value of all shares of all classes of stock of the Corporation heretofore authorized was $1,000. The aggregate par value of all shares of all classes of

stock as increased by this amendment is $4,000. This amendment has the effect of increasing the aggregate par value of all shares of all classes of stock of the Corporation by $3,000.

IN WITNESS WHEREOF M. P. M. Holdings, Inc. has caused these present to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary.

The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and states that to the best of his or her 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 and that this statement is made under the penalties of perjury.

ATTEST:

Roland G. Funk, Secretary

M. P. M. HOLDINGS, INC.

By: Paul J. Coughlin, Jr.
President

DATED: January 3, 1991

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 03 COUNTY 71

D2738474 ___ 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	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 ___

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 063

ATTENTION: Ken Peyton

MAIL TO ADDRESS: _____

TOTAL FEES 49

✓ Check ___ Cash

NOTE: Copy made

1 Documents on 2 checks

3312 3946

APPROVED BY: gpo

ARTICLES OF AMENDMENT
OF
M.P.M. HOLDINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 4, 1991 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	$ 20.00	$

D2738474

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:
VENABLE, BAETJER & HOWARD
KEN PEYTON
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

168C3040433

A 351852

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 2712 2942

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

13-4-91 4:14p

ACCENT ELECTRIC SERVICE, INC.

(A Close Corporation Under Title 4)

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, 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 ACCENT ELECTRIC SERVICE, INC.

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

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

(a) To engage in the business of residential and commercial electrical work on an individual basis and as a subcontractor and generally to perform or do any and all acts customarily performed by an electrical company and an electrician.

(b) To engage in, promote, conduct and carry on any and all lawful acts or activities for which corporations may be organized in the State of Maryland.

(c) To organize, incorporate and reorganize subsidiary corporations and associations for any other purposes permitted by law.

(d) To acquire, by purchase, lease or otherwise to own use and operate factories, shops, manufacturing plants, including land, buildings, machinery, equipment and appliances, warehouses, stores and other properties within or without the State of Maryland which may be useful to accomplish any of the purposes or the carrying on of any business of the character hereinbefore referred to.

(e) To enter into, make, perform contracts, without limitation as to character or amount.

(f) To borrow or raise money for any of the purposes of this Corporation.

(g) The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of this Corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is 205 Englewood Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Richard Lee Gaylor, Jr., 205 Englewood 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 Hundred shares without par value, all of one class.

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 one director, who is:

Richard Lee Gaylor, Jr. 205 Englewood Road
Hagerstown, Maryland 21740

EIGHTH: The duration of the Corporation shall be perpetual.

58

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of March, 1991.

Marc T. Malakoff

Marc T. Malakoff

State of Maryland

County of Montgomery, SS:

I, Lena S. Barnett, a Notary Public, hereby certify that on this 4 day of March, 1991, Marc T. Malakoff personally appeared before me as being the persons who signed the foregoing document as incorporators and that the statements contained herein are true.

Notary Public

My Commission expires:

LENA S. BARNETT
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 1, 1991

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 21

#_____ ___ 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: Marc Malakoff
15879 Crabbs Branch Way
Rockville Md 20855

TOTAL FEES 70

Mastercard ___ Check ___ Cash

NOTE: ack mail.

___ Documents on ___ checks

APPROVED BY: JV

3313 0485

ARTICLES OF INCORPORATION
OF
ACCENT ELECTRIC SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 4, 1991 AT 4:14 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	$

D3175486

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 JUL 11 1991
MARC MALAKOFF
15879 CABBS BRANCH WAY
ROCKVILLE MD 20855

170C3040699

A 352131

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3313 0481

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

SURE TORQUE INC.

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

ARTICLES OF INCORPORATION

FIRST: I, David Burton, whose post office address is 506 St. Francis Rd. Baltimore, MD 21204, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is SURE TORQUE, 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 is to manufacture and market torque-testing devices.

FIFTH: The post office address of the principal office of the Corporation in this State is 3405 Harpers Ferry Rd. Sharpsburg, MD 21782. The name and post office address of the Resident Agent of the Corporation in this state are Deborah A. Lawson, 3405 Harpers Ferry Rd. Sharpsburg, MD 21782. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) 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 David R. Burton.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of February, 1991, and I acknowledge the same to be my act.

David R. Burton

10648253

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	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	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: David R. Burton

MAIL TO ADDRESS: New England Machinery Inc
6204 29th St E.
Bradenton, FL 34203

TOTAL FEES 53

✓ Check ___ Cash

___ Documents on ___ checks

NOTE: Copy made

APPROVED BY: MJH

ARTICLES OF INCORPORATION
OF
SURE TORQUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 5, 1991 AT 9:34 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	$

D3175585

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 JUL 11 1991

RETURN TO:
NEW ENGLAND MACHINERY, INC.
ATTN: DAVID R. BURTON
6204 29TH STREET, E
BRANDENTON FL 34203

170C3040709

A 352141

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. 3313 0576

64 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

M

E. RUSSELL HICKS MIDDLE SCHOOL BAND BOOSTERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

Harold Vernon Iseminger 218 Oak Valley Drive Hagerstown, MD 21740	Robert Blake Hovermale 1831 - 34 Downsville Pike Hagerstown, MD 21740	Barbara Lee Iseminger 218 Oak Valley Drive Hagerstown, MD 21740

2. Name. The name of the corporation, hereinafter called the corporation, is E. Russell Hicks Middle School Band Boosters Association, Inc.

3. Purposes. The purposes for which the corporation is formed are:

--to promote the instrumental music program at the E. Russell Hicks Middle School (or its successor school);

--to help provide materials needed for the school's instrumental music program (beyond the basic program costs provided by the local school board);

--to enrich the musical experience for the children in the band program by providing transportation to marching and concert programs;

--and to work cooperatively with educators to provide instrumental music programs in the school system so that children may have the opportunity to be exposed to the fine art of instrumental music.

4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is E. Russell Hicks Middle School Band Boosters Association, Inc., 1321 South Potomac St., Hagerstown, Maryland 21740. The name and post office address of the resident agent in Maryland is Harold V. Iseminger, 218 Oak Valley Drive, Hagerstown, Maryland 21740.

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the corporation, and the names of the directors who shall act until the first meeting or their successors are duly chosen are:

Harold Vernon Iseminger Robert Blake Hovermale Barbara Lee Iseminger

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

The corporation shall

--receive donations, gifts, or grants from private and public sources;

--charge dues or annual assessments from members, if any there be, or from associates of the corporation;

--enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

--make donations, grants, awards, or gifts to any person or institution in furtherance of its purposes;

--have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended;

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or attempting to influence legislation. The corporation shall be premitted to help secure adequate funding and policy statements from the local school board and other related government agencies in accordance with the Articles of Incorporation, item number 3.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax.

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization(s)

under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the bylaws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new bylaws.

In addition to other matters not here described, the bylaws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The bylaws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The bylaws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The bylaws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers and other necessary corporate actions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of March 1991 and acknowledge the same to be our act.

Harold V. Iseminger (SEAL)
Harold Vernon Iseminger

Robert B. Hovermale (SEAL)
Robert Blake Hovermale

Barbara L. Iseminger (SEAL)
Barbara Lee Iseminger

3313 1006

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 ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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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
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: Harold Isminger
218 Oak Valley Rd
Hagerstown, Md 21740

____ Check ____ Cash

NOTE:

____ Documents on ____ checks

3313 1007

APPROVED BY: MBL

ARTICLES OF INCORPORATION
OF
E. RUSSELL HICKS MIDDLE SCHOOL BAND BOOSTERS
ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 6, 1991 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	$

D3176088

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:
HAROLD ISEMINGER
218 OAK VALLEY DR.
HAGERSTOWN MD 21740

171C3040759

A 352182

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3313 1002
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

RESOLUTION OF BOARD OF DIRECTORS

INGRAM'S MEN'S SHOP, INC.

The Board of Directors of the above-named Corporation did, on the 4th day of March, 1991, approve a Resolution as follows:

RESOLVED: That Joseph Franklin Fearnow, Jr. 13913 Spickler Road, Clear Spring, MD 21722, be and he is hereby designated as the Resident Agent of the Corporation.

I, Jill Conahan, Secretary, 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.

Jill F. Conahan
Jill Conahan, Secretary

3/6/91 11:55 A

10668011

1991 MAR -6 A 11:55

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

D043869 ___ 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
3		____ Certified Copy ____
6		Penalty
4		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: Taylor & Wantz
123 West Washington St.
Hagerstown, Md. 21740

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
INGRAM'S MEN'S SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 6, 1991 AT 11:55 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	$

D0439869

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
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

178C3041800

A 353196

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

RESOLUTION

The Board of Directors of Spectrum Software Systems, Inc., a corporation organized in Maryland, on 22nd day of February, 1991, duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Scott D. Hesse, 1001 Hamilton Avenue, Hagerstown, MD 21740.

I, Scott D. Hesse, 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.

Scott D. Hesse

1991 MAR [redacted] A 9:15

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3/7/91 9:15 AM 106613

SNYDER & POOLE, PA ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

74

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

D15 0718 ___ 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
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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: Angela Cole, P.A.
28 Jonathan Street
Hagerstown MD 21740

TOTAL FEES $10.00

1 Check ___ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

3316 0505

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
SPECTRUM SOFTWARE SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 7, 1991 AT 9:15 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	$

D1510718

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 JUL 11 1991
SNYDER & POOLE, P.A.
28 JONATHAN STREET
HAGERSTOWN MD 21740

178C3041779

A 353177

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.

76 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPT. OF ASSESSMENTS & TAXATION
APPROVED FOR TRANSMITTAL
03-07-94 at 9:18 A.m.

ARTICLES OF INCORPORATION

OF

ANTIETAM GALLERY, INC.

The undersigned subscriber to these Articles of Incorporation, being at least eighteen (18) years of age, hereby presents these Articles for the formation of a Corporation under the General Laws of the State of Maryland.

Article I

NAME

The name of this Corporation is Antietam Gallery, Inc. (hereinafter the "Corporation").

Article II

NATURE OF BUSINESS

The purpose of which the Corporation is formed is:

(a) To organize and operate an art gallery and gift shop.

(b) To provide customized framing of artwork and other services necessary for the sale and distribution of artwork and gifts.

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

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and 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 any particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

RECEIVED
'91 MAR 7 AM 9 18
STATE DEPT. OF ASSESSMENTS & TAXATION

10668150

Article III

CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with a par value of $.25 per share, all of one class, and having an aggregate par value of Two Hundred Fifty Dollars ($250.00).

Article IV

ADDRESS AND RESIDENT AGENT

The name of the resident and the address of the registered office of the Corporation are:

James H. Kehoe
3603 Westchester Court
Middletown, Maryland 21769

Said resident agent is a citizen of the State of Maryland and actually resides there.

The post office address of the principal office of the Corporation is:

17320 Shepherdstown Pike
Sharpsburg, Maryland 21782

Article V

DURATION

The duration of the Corporation shall be perpetual.

Article VI

DIRECTORS

This Corporation shall have two Directors, James H. Kehoe and Catherine A. Kehoe, who shall serve as directors until the first annual meeting and until their successors are duly elected and qualified. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders to the extent permitted by law, but shall not be less than the number of Stockholders.

Article VII

ADDITIONAL CORPORATE POWERS

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

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

This Corporation shall have the power to deny to the holders of the Common stock (of any class) of this Corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no Stockholder shall have any preemptive right to subscribe to any such stock.

The Board of Directors of this Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

Article VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment (including an amendment or amendments changing the terms of any of the outstanding stock by classification, reclassification, or otherwise) shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at a Stockholders' meeting by the affirmative vote of two thirds (2/3) of all the stock entitled to vote thereon, unless all the Directors and the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation by made. All rights of Stockholders are subject to this reservation.

Article IX

INDEMNIFICATION

Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor (including in each case their respective executors and administrators, shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of any other judgement against such Director or Office, or in the event of a settlement, the indemnification shall be made only upon determination by the general counsel of the Corporation, if such general counsel is not involved therein (or, if involved, then by independent counsel not involved therein), that in such counsel's opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the vent of a settlement, that such settlement was (or, if still is to be made is) in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of the general counsel of the Corporation, if such counsel is not involved therein (or, if involved, then on the advice of independent counsel). The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Office may be entitled.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1st day of March, 1990, and acknowledged the same to be my act.

JAMES H. KEHOE
3603 WESTCHESTER COURT
MIDDLETOWN, MARYLAND 21769

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 ___ 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 _____

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: Catherine R. Kehoe

MAIL TO ADDRESS: Antietam Galleries Inc.
3603 Westchester Ct.
Middletown, MD. 21769

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: Pon

ARTICLES OF INCORPORATION
OF
ANTIETAM GALLERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 7, 1991 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	$

D3177342

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 JUL 11 1991

RETURN TO:
ANTIETAM GALLERY, INC.
CATHERINE A. KEHOE
3603 WESTCHESTER COURT
MIDDLETOWN MD 21769

173C3041026

A 352707

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

3313 2837

82 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

KKTM COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That I, Vincent Schoeck, whose address is 1800 Woodburn Drive, Hagerstown, Maryland, 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: KKTM Company, Inc.

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

A. 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.

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 address of the principal office of the corporation in this State is 1800 Woodburn Drive, Hagerstown, Maryland. The resident agent of the Corporation is John H. Urner whose address is 207 South Potomac Street, Hagerstown, Maryland, who is a citizen of the State of Maryland and actually resides therein. 21740

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, having a par value of One Dollar ($1.00) for an aggregate par value of One Hundred Thousand Dollars ($100,000.00.)

SIXTH: The Corporation shall have three (3) Directors and said Directors shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number 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 elected and qualify are: Vincent Schoeck, President; Barbara Schoeck, Treasurer; and Vincent "Ted" Schoeck, Jr.

SEVENTH: The following provisions are hereby adopted

for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

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 provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, Vincent Schoeck have signed these Articles of Incorporation this 8th day of March, 1991.

Vincent R Schoeck (SEAL)

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 8th day of March, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Vincent Schoeck and acknowledged the aforegoing Articles of Incorporation to be his free and voluntary act.

WITNESS my hand and Official Notarial Seal.

Michelle E Pane
Notary Public

My Commission Expires: May 23, 1994

84

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	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		____ 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	✓ Corp. Good Standing 95726
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 Urner
207 S Potomac St
Hagerstown Md 21740

TOTAL FEES 85

Visa ___ Check ___ Cash

NOTE:

___ Documents on ___ checks

3714 0027

APPROVED BY: JS

ARTICLES OF INCORPORATION
OF
KKTM COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 8, 1991 AT 2:49 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	$

D3177425

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
207 S. POTOMAC STREET
HAGERSTOWN MD 21740

173C3041034

A 352715

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2314 0034

Received for Record May 23, 1991 at 10:00 a.m.
86 Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
3-12-91 at 1:38 P.m.

ROBERT A. SMITH BUICK, INC.
A Maryland close corporation
ARTICLES OF AMENDMENT

ROBERT A. SMITH BUICK, INC., a Maryland close corporation, having its principal office in Talbot County, Maryl nd (which is 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 as follows:

(a) Article SECOND of the Charter is amended in its entirety to read as follows:

"SECOND: The name of the Corporation is ROBERT A. SMITH, INC. ("Corporation")."

SECOND: The foregoing amendment to the Charter of the Corporation has been approved by the Stockholders of the Corporation.

IN WITNESS WHEREOF, ROBERT A. SMITH BUICK, INC. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on March 11, 1991.

ATTEST: ROBERT A. SMITH BUICK, INC.

Frances D. Smith, Secretary By: Robert A. Smith (SEAL)
Robert A. Smith, President

THE UNDERSIGNED, President of ROBERT A. SMITH BUICK, INC., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby ackwledges in the name and on behalf of the 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.

Robert A. Smith, President

RECEIVED
'91 MAR 12 PM 1 38
STATE DEPT. OF
ASSESSMENTS & TAXATION

rasart01.c
03/11/91

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 70

D0333757 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
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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.
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NA		Foreign Corp. Registration
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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 20

Name Change (New Name) Robert A. Smith, 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: Pamela H. Poore

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMH

0313 2737

88

ARTICLES OF AMENDMENT
OF
ROBERT A. SMITH BUICK, INC.
CHANGING ITS NAME TO:
ROBERT A. SMITH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 12, 1991 AT 1:38 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	$

D0333757

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:
PIPER & MARBURY
PAMELA H. POORE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

MAILED JUL 11 1991

177C3041640

A 353057

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

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

2215 2275

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

Cassidy Trucking, Inc.
28 W. SALISBURY STREET, BOX 137
WILLIAMSPORT, MD 21795

The Board of Directors of CASSIDY TRUCKING, INC., a corporation organized in the State of Maryland on April 21, 1972, duly approved a resolution as follows:

RESOLVED: That the principal office and address of the resident agent of the corporation is changed to 441 S. Potomac Street, Hagerstown, Maryland 21740.

I, Elaine L. Cassidy, 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.

Signed this 11th. day of March 1991.

Elaine L. Cassidy
Elaine L. Cassidy
Secretary

1991 MAR 13 A 8:44

10728233

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
3/13/91 at 8:44 A.m.

7315 2456

90

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

D0395848 ____ 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	1.00	1 ~~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 $11.00 ~~$10.00~~

1 Check ____ Cash

12 Documents on 1 checks

APPROVED BY: RMC

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:
Cassady Trucking Inc
441 South Potomac Street
Hagerstown, Md 21740

NOTE: Copy made

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
CASSIDY TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 13, 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:
$	$ 10.00	$

D0395848

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 JUL 11 1991

RETURN TO:
CASSIDY TRUCKING, INC.
441 S. POTOMAC STREET
HAGERSTOWN MD 21740

180C3042136

A 353503

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

92 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

WWB, INC.

3-13-91 8:47a

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

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button whose post office address is 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 called the "Corporation") is WWB, Inc.

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

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

1. To engage in the business of general freight transportation by motor vehicle, or by brokerage; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, 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 31 Brightwood Drive, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this James W. Sweeney, 31 Brightwood Drive, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 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 James W. Sweeney.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of February, 1991 and I acknowledge the same to be my act.

Witness

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: _____

MAIL TO ADDRESS: _____
Edward Button
#104
44 N. Potomac St
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JD

ARTICLES OF INCORPORATION
OF
WWB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 13, 1991 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	$

D3181633

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 JUL 11 1991
EDWARD BUTTON
STE. 104, 44 N. POTOMAC STREET
HAGERSTOWN MD 21740

177C3041606

A 353027

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 7315 3152

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

03-13-91 at 8:52 A.M.

ARTICLES OF MERGER

These Articles of Merger, dated as of this 27th day of February, 1991, by and between HAGERSTOWN GOODWILL INDUSTRIES, INC., a Maryland corporation (hereinafter called "Goodwill"), and HELPING HAND CENTER FOR SPECIAL PEOPLE, a Pennsylvania corporation (hereinafter called "Helping Hand"),

W I T N E S S E T H:

1. Goodwill and Helping Hand, constituting all of the corporations which are parties to these Articles of Merger, have agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect are and shall be as set forth herein.

2. Goodwill shall be the surviving corporation. The surviving corporation shall be known as "Hagerstown Goodwill Industries, Inc."

3. The parties to these Articles of Merger are Hagerstown Goodwill Industries, Inc., a corporation organized under the laws of the State of Maryland, and Helping Hand Center for Special People, a corporation organized under the laws of the Commonwealth of Pennsylvania.

4. Helping Hand was incorporated in the Commonwealth of Pennsylvania on July 25, 1977 under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania. Helping Hand is not qualified to do business in the State of Maryland.

5. The terms and conditions of the transaction set forth in these Articles were advised, authorized and approved by each corporation in the manner and by the vote required by its respective charter, bylaws, and the laws of the place where it is organized. The merger was approved by Helping Hand by affirmative vote of its members at a meeting on December 10, 1990, pursuant to proper notice. The merger was approved by Goodwill by resolution of its Board of Directors on October 24, 1990, after proper notice. Goodwill has no members entitled to vote on mergers. Pursuant to the charter and duly adopted bylaws of Goodwill, the Board of Directors of Goodwill are vested with authority to approve the merger described herein.

6. Neither Goodwill nor Helping Hand has the authority to issue stock and neither corporation has any stock issued or outstanding.

7. The merger shall become effective and the separate existence of Helping Hand, except insofar as continued by

statute, shall cease on the date that the Articles of Merger - Domestic Nonprofit Corporation are approved, certified, executed and acknowledged by Helping Hand and Goodwill, as required by the laws of the Commonwealth of Pennsylvania, are filed with the Secretary of State of the Commonwealth of Pennsylvania, and these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Goodwill and Helping Hand, as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on March 1, 1991, whichever is later.

IN WITNESS WHEREOF, Goodwill and Helping Hand, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed or attested by their respective secretaries as of the day and year first above written.

ATTEST:

HAGERSTOWN GOODWILL INDUSTRIES, INC.

Patrick L. Buckley

By: John Hull (SEAL)
John Hull, Chairman

HELPING HAND CENTER FOR SPECIAL PEOPLE

Catherine S. Snyder

By: Thomas O'Rourke (SEAL)
Thomas O'Rourke, President of Board of Directors

The undersigned, Chairman of Hagerstown Goodwill Industries, Inc., who executed on behalf of the corporation the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on the behalf of said corporation, the aforegoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters

and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

John Hull

John Hull, Chairman

The undersigned, Thomas O'Rourke, President of the Board of Directors of Helping Hand Center for Special People, who executed on behalf of the corpoation the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on the behalf of said corporation, the aforegoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Thomas O'Rourke

Thomas O'Rourke, President
of the Board of Directors

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 ____ Nonstock

Merging ~~(Transferor)~~ Helping Hand Center for Special People (PA)

Surviving ~~(Transferee)~~ Hagerstown Goodwill Industries, Inc.

D0115170

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		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 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMF

ARTICLES OF MERGER
OF
HELPING HAND CENTER FOR SPECIAL PEOPLE
(UNQUALIFIED - PA)
INTO
HAGERSTOWN GOODWILL INDUSTRIES, INC.
(A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 13, 1991 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	$

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.

RETURN TO:
WM. C. WANTZ, ESQ.
KAYLOR & WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

MAILED JUL 11 1991

177C3041626

A 353046

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. 7315 3367

4999:03/11/91 Received for Record May 23, 1991 at 10:00 a.m.
BOU45(1935N) Corporation Record Liber 44

REC-PAP, INC.

ARTICLES OF AMENDMENT

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
3-13-91 at 2:14 p.m.

THIS IS TO CERTIFY THAT:

FIRST: The charter of Rec-Pap, Inc., a Maryland corporation (the "Corporation"), is hereby amended by deleting existing Article THIRD in its entirety so that the Corporation will no longer be a close corporation.

SECOND: The amendment to the charter of the Corporation as set forth above has been duly advised by the board of directors and approved by the stockholders of the Corporation as required by law.

THIRD: The undersigned President acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf by its President and attested to by its Secretary on this 11 day of March, 1991.

ATTEST:

Edward E. Lushbaugh Jr.
Edward Lushbaugh, Jr.,
Secretary

REC-PAP, INC.

By: Matthew Chakola
Matthew Chakola, President

RECEIVED
'91 MAR 13 PM 2 14
STATE DEPT. OF
ASSESSMENTS & TAXATION

10738243 5-15 2407

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 BUSINESS CODE 03 COUNTY 21

D2817894 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	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 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 77

___ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: MSK

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 ~~no~~ delete close

Code 065

ATTENTION: Harry Shapiro

MAIL TO ADDRESS: _____

CERTIFIED COPY MADE

NOTE: * no longer a close corporation

ARTICLES OF AMENDMENT
OF
REC-PAP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 13, 1991 AT 2:14 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	$

D2817898

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 JUL 11 1991

RETURN TO:
WEINBERG & GREEN
HARRY SHAPIRO
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

177C3041657

A 353071

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.

3315 3402

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

104

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
3-14-91
831a

ARTICLES OF INCORPORATION

OF

SPRENG INTERIORS, LTD.
(A CLOSE CORPORATION)

FIRST: I, GERALD K. GIMMEL, whose post office address is 444 N. Frederick Avenue, Suite 200, Gaithersburg, Maryland 20877 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Spreng Interiors, Ltd.

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 provide interior decoration and design services; to manufacture, buy, sell, trade, import or export furniture, furnishings, appliances, artwork, rugs, lamps, and any and all other furniture, furnishings, or art object; 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.

FIFTH: The post office address of the principal office of the Corporation in this State is 109 Cherry Hill Circle, Hagerstown, Maryland 21740. The name and post office address of

1991 MAR 14 AM 8:31

GIMMEL, WEIMAN, SAVITZ & KRONTHAL, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVENUE
SUITE 200
GAITHERSBURG, MD 20877

(301) 840-8565

10730209

the Resident Agent in this State is Constance J. Spreng, 109 Cherry Hill Circle, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, one dollar ($1.00) par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name and address is Constance J. Spreng, 109 Cherry Hill Circle, Hagerstown, Maryland 21740.

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

The Shareholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class.

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) To the maximum extent that Maryland law permits limitation of the liability of directors and officers, no director or officer shall be liable to the Corporation or its shareholders for money damages. Neither the amendment nor repeal

GIMMEL, WEIMAN, SAVITZ & KRONTHAL, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVENUE
SUITE 200
GAITHERSBURG, MD 20877

(301) 840-8565

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.

(3) To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former director or officer of the Corporation or (ii) any individual who serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer of such corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of the Corporation. The Corporation may, with the approval of its Shareholders, provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of the By-Laws or charter of the Corporation inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act

MEL, WEIMAN,
SAVITZ
RONTHAL, P.A.
ORNEYS AT LAW
FREDERICK AVENUE
SUITE 200
THERSBURG, MD
20877

301) 840-8565

which occurred prior to such amendment, repeal or adoption.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of March, 1991, and I acknowledge the same to be my act.

WITNESS:

_____

Gerald K. Gimmel
GERALD K. GIMMEL, ESQ.
Incorporator

corp\spreng.aoi

GIMMEL, WEIMAN,
SAVITZ
& KRONTHAL, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVENUE
SUITE 200
GAITHERSBURG, MD
20877

(301) 840-8565

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 029

ATTENTION: Gerald Gimmel

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

3315 3185

APPROVED BY: JW

ARTICLES OF INCORPORATION
OF
SPRENG INTERIORS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 14, 1991 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	$

D3181674

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 JUL 11 1991

RETURN TO:
GIMMEL, WEIMAN, SAVITZ &
KRONTHAL, P.A.-GERALD GIMMEL
444 NORTH FREDERICK AVENUE
SUITE 200
GAITHERSBURG MD 20877

177C3041610

A 353031

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

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

3315 3191

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

3-14-91 at 8:35a

NEW PATHWAYS, INCORPORATED
ARTICLES OF REVIVAL

New Pathways, Inc., a Maryland Corporation, having its principal office in Hagerstown, Maryland, hereby certifies to the State Department of Assessments and Taxation 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 New Pathways, Incorporated

THIRD: the name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Hagerstown Group Homes, 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 Rt. 1, Box 65 Hagerstown, Maryland and the principal office is located in (21741) Hagerstown, Maryland, the same County in which the principal office of the Corporation was located a the time of the forfeiture of its Charter.

FIFTH: the name and post office address of the resident agent of the Corporation is William P. Nairn, Urner, Nairn & Barton, 207 South Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in the 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 will be required to be filed by the Corporation if its Charter had not been forfeited; and

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

IN WITNESS WHEREOF, this 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 affixed hereunto and attested by its last acting Secretary, all as of this 11 day of March, 1991.

ATTEST: NEW PATHWAYS, INC.

Sherman G. Brett
Last Acting Secretary

By J. Jay Crum

The undersigned, the last acting President and Secretary of New Pathways, Inc., who executed on behalf of said Corporation the aforegoing Articles of Revival, of which the Certificate is made a part, hereby acknowledged in the name and on the behalf of said Corporation, the aforegoing Articles of Revival to be their act.

3/11/91 — J. Jay Crum, President
Date

3/11/91 — Sherman G. Brett
Date — Last Acting Secretary

AFFIDAVIT OF REVIVAL OF CHARTER

I J. Jay Crum, of New Pathways, Inc. hereby declare that the previously mentioned Corporation has paid all State and Local Taxes, except taxes on real estate, and all interests and penalties due by the Corporation or which would have been due if the Charter had not been forfeited, whether or not barred by limitations.

J. J. Crum, President

STATE OF MARYLAND, WASHINGTON COUNTY to wit:

I hereby certify that on this 11 day of March, 1991, before me, the subscriber, a Notary public in and for the County and State aforesaid, personally appeared J. Jay Crum,

who 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.

Joyce M. McCauley
My commission expires
July 1993

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 04 COUNTY 71

D1861947 ___ 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	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 ____

Name Change (New Name) Hagerstown Group Homes, 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 Mairs
207 S. Potomac St
Hagerstown Md 21740

TOTAL FEES 30

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JW

THE ARTICLES OF REVIVAL
OF
NEW PATHWAYS, INCORPORATED
CHANGING ITS NAME TO:
HAGERSTOWN GROUP HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 14, 1991 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH EAW AND ORDERED RECORDED.

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

D1861947

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 NAIRN
207 S. POTOMAC STREET
HAGERSTOWN MD 21740

MAILED JUL 11 1991

178C3041829

A 353223

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

114 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

1991 MAR 18 A 8:

C. W. PLUNKARD, INC.

JP 3-18-91 823a

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

C. W. PLUNKARD, 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 8722 Crystal Falls Drive, 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 Clyde W. Plunkard and Betty K. Plunkard.

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.

10778159

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 15 day of March 1991, and I acknowledge the same to be my act.

WITNESS:

Barbara J. Gillespie

Dixie C. Newhouse

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: _____

MAIL TO ADDRESS: Dixie Newhouse
#200
82 W Wash St
Hagerstown Md 21740-4804

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JRO

ARTICLES OF INCORPORATION
OF
C. W. PLUNKARD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 18, 1991 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	$ 20.00	$

D3183688

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:
DIXIE NEWHOUSE
82 W. WASHINGTON STREET
STE. 200
HAGERSTOWN MD 21740 4804

179C3041953

A 353336

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

Certified Copy of Corporate Resolutions
Adopted by the Board of Directors of
Central Motors Dodge, Inc.

I hereby certify that the following resolutions were duly adopted by unanimous written consent of the Board of Directors of Central Motors Dodge, Inc. and made effective October 27, 1988.

Resolved: That the resident agent of the Corporation in the State of Maryland and is hereby changed from John E. Stonebraker, Jr., 112 S. Potomac Street, Hagerstown, Maryland 21740 to Charles E. Brooks, whose post office address is 610 Bosley Avenue, Towson, Maryland 21204 and who is a resident and citizen of the State of Maryland.

Resolved: That the proper officers of the Corporation are authorized and directed to file a certified copy of this resolution with State Department of Assessments and Taxation of Maryland.

DATED: 11/4/88

Richard Vasky, Secretary

1991 MAR 18 A 9:28

3/18/91 9:28 A 10778251

122

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

D0052109 ____ 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: _____
Brooks S. Grier
610 Bosley Avenue
Towson Md 21204

TOTAL FEES $10.00

1 Check ____ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
CENTRAL MOTORS DODGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 18, 1991 AT 9:28 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	$

00057109

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 JUL 11 1991

RETURN TO:
BROOKS S. SPICER
610 BOSLEY AVENUE
TOWSON MD 21204

181C3042246

A 353605

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

124 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

APPROVED FOR RECORD
3-18-91 at 9:31 A.m.

ARTICLES OF INCORPORATION
OF
DE LA SARA'S FOODS, 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 "De La Sara's Foods, Inc."

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

(1) To manufacture, market, distribute and sell pizza kits and other prepackaged food products; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 14241 Fairview Road, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Debra L. DeStafeno, 14241 Fairview 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 one hundred thousand (100,000) shares of common stock, with a par value of One ($1.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (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: Bruce N. DeStafeno and Debra L. DeStafeno.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of March, 1991, 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 15th day of March, 1991, 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 M 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

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

DOCUMENT CODE 02 BR BUSINESS CODE 03 COUNTY 21

[redacted] _____ ___ 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: James H. Stone

MAIL TO ADDRESS: Miller Oliver Bradley & Stone
28 N. Washington St.
P.O. Box 1269
Hagerstown, Md
21741-1269

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
DE LA SARA'S FOODS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 18, 1991 AT 9:31 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	$

D3183019

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 JUL 11 1991

RETURN TO:
JAMES W. STONE
MILLER, OLIVER, BEACHLEY & STONE
28 W. WASHINGTON ST.
P. O. BOX 1269
HAGERSTOWN MD 21741 1269

179C3041886

A 353278

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

MASSEY INSURANCE AGENTS, INC.

Certificate Changing Name and Address
of Resident Agent

MASSEY INSURANCE AGENTS, INC., a Maryland corporation, having its principal office in Baltimore, Maryland, hereby certifies to the State Department of Assessments and Taxation the due adoption on February 26, 1991 of the following resolution by its Board of Directors changing the name and address of the resident agent of the Corporation.

RESOLVED, that P&M Agent Corp., a Maryland corporation, is designated as the resident agent of the Corporation; that 36 South Charles Street, Baltimore, Maryland 21201 is designated as the address of the resident agent of the Corporation; and that such appointment of resident agent shall become effective as of the date this resolution is filed for the record with the State Department of Assessments and Taxation of Maryland.

IN WITNESS WHEREOF, Massey Insurance Agents, Inc. has caused this certificate to be signed in its name and on its behalf by its President and witnessed by its Secretary on February 26, 1991.

WITNESS: MASSEY INSURANCE AGENTS, INC.

Dawn C. Massey
Secretary

President

1078 378

RECEIVED
'91 MAR 18 PM 1 24
STATE DEPT. OF
ASSESSMENTS & TAXATION

4560Y:02/22/91
1-6

3/18/91 1:24 p.m.

130

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

D0959080 ____ P.A. ____ Religious ____ Class ____ 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 048

ATTENTION: Dianna Lynn Brown

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

1 Check ____ Cash

NOTE: 3317 1599

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
MASSEY INSURANCE AGENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 18, 1991 AT 1:24 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	$

D0050080

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 JUL 11 1991

RETURN TO:
PIPER & MARBURY
DEANNA LYNN BROWN
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

101C3042282

A 353637

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.

132 Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ANTIETAM DEVELOPMENT, LTD.

Certificate Changing Name and Address
of Resident Agent and Principal Office

ANTIETAM DEVELOPMENT, LTD., a Maryland corporation, having its principal office in Baltimore, Maryland, hereby certifies to the State Department of Assessments and Taxation the due adoption on February 21, 1991 of the following resolution by its Board of Directors changing the name and address of the resident agent of the Corporation and the address of its principal office.

RESOLVED, that P&M Agent Corp., a Maryland corporation, is designated as the resident agent of the Corporation; that 36 South Charles Street, Baltimore, Maryland 21201 is designated as the address of the resident agent of the Corporation; that 8 West Franklin Street is designated as the address of the principal office of the Corporation in Maryland; and that such designation of resident agent and change in address of principal office shall become effective as of the date this resolution is filed for the record with the State Department of Assessments and Taxation of Maryland.

IN WITNESS WHEREOF, Antietam Development, Ltd. has caused this certificate to be signed in its name and on its behalf by its President and witnessed by its Secretary on February 26, 1991.

WITNESS:

Secretary

ANTIETAM DEVELOPMENT, LTD.

Howard B. Bowen, President

RECEIVED
'91 MAR 18 PM 1 25
STATE DEPT. OF
ASSESSMENTS & TAXATION

4438Y:02/22/91
1-6

3/18/91 1:25 P

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxatio
CHARTER DIVISIO
Room 18
301 West Preston Stre
Baltimore, Maryland 2120

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D2120806 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstoc

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 048

ATTENTION: Diana Lynn Brown

MAIL TO ADDRESS: _____

1 Check ___ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT
OF
ANTIETAM DEVELOPMENT, LTD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 18, 1991 AT 1:25 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	$

00120806

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 JUL 11 1991

RETURN TO:
PIPER & MARBURY
DIANNA LYNN BROWN
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

10103042276

A 353631

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 May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

WILLIAMSPORT-PINESBURG SOFTBALL LEAGUE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Lewis Barbour, whose post office address is 1824 Stone Valley Circle, 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 Williamsport-Pinesburg Softball League, Inc.

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

(a) To promote the sport of softball in the Williamsport, Maryland area.

(b) 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 not for other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes of any of them, any property, real personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal hereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes 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, jeoparize 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.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporaiton shall be the carrying on of propaganda, or otherwise attmepting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on hehalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activites 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 Untied States Internal Revenue Law.)

FOURTH: The post office address of the principal office of the Corporation in this State is 221 Countryside Drive, Maugansville, Maryland 21734. The name and post office address of the Resident Agent of the Corporation in this State are Gary L. Lum, 221 Countryside Drive, Maugansville, Maryland 21734. 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 matter 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 equal to the number of teams in the Williamsport-Pinesburg Softball League, which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5) and no greater than fifteen (15). The names of the Director, who shall act until the first annual meeting or until successors are duly elected and qualify, are: Richard L. Montgomery, Gary L. Lum, Curtis Myers, Chris Barr, and Lewis Blenard.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abondonment of the Corporation's activities due to its impractible 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 organization" or (charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the Untied 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 Staes, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder of individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that that 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 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 distrubute 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 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 subsequetn 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.

ELEVENTH: 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 11 day of March, 1991, and acknowledge the same to be my act.

Witness:

Laura B Holtzman

Lewis Barbour

Lewis Barbour

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 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
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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: John R. Salvatore

MAIL TO ADDRESS: Salvatore & Wade
44 N. Potomac St.
Suite 204
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: NEV

ARTICLES OF INCORPORATION
OF
WILLIAMSPORT-PINESBURG SOFTBALL LEAGUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1991 AT 3:40 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	$

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 JUL 11 1991

RETURN TO:
JOHN R. SALVATORE
SALVATORE & WADE
46 N. POTOMAC STREET
STE. 204
HAGERSTOWN MD 21740

18103042198

A 353566

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record
Liber 44

CORPORATE RESOLUTION

FOR

BROOK LANE PSYCHIAGRIC CENTER, INC.

RESOLVED: This 14th day of March, 1991, that the resident agent of the Corporation in the State of Maryland be and he is hereby changed from William P. Nairn, whose post office address is 100 West Washington Street, Hagerstown, Maryland 21740, to Michael J. Schaefer, whose post office address is 152 West Washington Street, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland, and

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.

Michael A Gardner
, Secretary

10798158

3/20/91 at 9:06 A

142

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

D0067405 ____ 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

1 Check ____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

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: McGroy and Schaffer
152 West Washington St
Hagerstown Md 21740

NOTE:

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
BROOK LANE PSYCHIATRIC CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1991 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:
$	$ 10.00	$

00067405

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 JUL 11 1991

RETURN TO:
MCGRORY AND SCHAFFER
102 W. WASHINGTON STREET
HAGERSTOWN MD 21740

1010304225 6

A 353613

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

Received for Record May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

M

APPROVED FOR RECORD
3-20-91 at 9:16 a.m.

ELTON'S FASHIONS, ~~INC.~~

ARTICLES OF INCORPORATION

FIRST: I, Robert L. Shoemaker, whose post office address is 14604 Hollow Road, Hancock, Maryland 21750, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

ELTON'S FASHIONS, INC.

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

1. To own and carry on the business of a clothing store.

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 62 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation is Robert L. Shoemaker, 14604 Hollow Road, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) 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:

Robert L. Shoemaker
Elton L. Shoemaker

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 13 day of March, 1991, and I acknowledge the same to be my act.

WITNESS:

_____ _____ (SEAL)
Robert L. Shoemaker

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 SR 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	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 40

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: [signature]

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: Day and Schneider, PA
Suite 300
120 West Washington St
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
ELTON'S FASHIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1991 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	$ 20.00	$

D3184488

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 JUL 11 1991

RETURN TO:
DAY AND SCHNEIDER, PA
120 W. WASHINGTON ST.
STE. 300
HAGERSTOWN MD 21740

180C3042033

A 353411

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 May 23, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

J.D.R., INC.

FIRST: I, James D. Johnson, Jr., 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 J.D.R., Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of selling batteries and related products at retail 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 Route 10, Box 28N, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is Eric C. Kagle, Route 10, Box 28N, 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 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 one (1), 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 name of the director who shall serve until the first annual meeting of the stockholders and until his successor is elected and qualifies is Eric C. Kagle.

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 18th day of March, 1991.

WITNESS:

James D. Johnson, 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 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	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 48

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. ESQ

MAIL TO ADDRESS: Strite + Schildt
138 W. Washington St
Hagerstown, Md. 21740

____ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
J.D.R., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21, 1991 AT 3:43 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	$

D3186038

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 JUL 11 1991

RETURN TO:
JAMES D. JOHNSON, JR., ESQ.
STRITE & SCHILDT
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

182C3042373

A 353714

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

154 Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

30.00 Revival Fee

ARTICLES OF REVIVAL

FOR 3-20-91 at 11:47 a.m.

Miss Washington County Scholarship Foundation, 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

Same as above

SECOND: The name which the corporation will use after revival Same as above

RECEIVED
'91 MAR 20 AM 11 47
STATE DEPT. OF ASSESSMENTS & TAXATION

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

Po Box 722, Hagerstown, MD 21741-0722
23 Coffman Ave, Hagerstown, Md 21740

FOURTH: The name and address of the resident agent is David E. Guessford, Jr.
23 Coffman 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.

10808053

(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.

David E. Shepford Jr.
Last Acting President/Vice President

Ronald A. Thomas
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

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, David Guessford, President of Miss Washington County Scholarship Foundation
(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.

David E. Guessford Jr.
(print name beneath signature)
David E. Guessford, Jr.

I hereby certify that on February 25 1991 before me the
(insert date)

subscriber, a notary public of the State of Maryland, in and for Lori Sue Jones
(insert name

Washington personally appeared
of county for which notary is appointed) (insert name

David E. Guessford, Jr. 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

Lori Sue Jones
(signature of notary public)

My Commission expires Aug. 24, 1994

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 MN BUSINESS CODE 04 COUNTY 71

[redacted] D1660943 ___ 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.
[redacted] 51		Foreign Name Registration
13		___ Certified Copy ___
[redacted] 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
[redacted] 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: Miss Washington County Scholarship Foundation, Inc.
PO Box 722
Hagerstown Md 21740

TOTAL FEES 30

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: ___

THE ARTICLES OF REVIVAL
OF
MISS WASHINGTON COUNTY SCHOLARSHIP FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1991 AT 11:47 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	$ 10.00

D1660943

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 JUL 22 1991

RETURN TO:
MISS WASHINGTON COUNTY
SCHOLORSHIP FOUNDATION, INC.
P. O. BOX 722
HAGERSTOWN MD 21740

184C3042635

A 353944

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

3318 1054

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

ALLEGANY OPTICAL, INC.
ALLEGANY OPTICAL OF FREDERICK, INC.
CERTIFICATE OF CORRECTION

3-22-91 855a

ALLEGANY OPTICAL, INC. AND ALLEGANY OPTICAL OF FREDERICK, INC., both Maryland corporations, having their principal offices in Washington County, Maryland (hereinafter referred to as the "Corporations"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: This Certificate of Correction corrects the Articles of Merger (hereinafter referred to as the "Articles").

SECOND: The name of the Parties to the Articles are Allegany Optical of Frederick, Inc. and Allegany Optical, Inc.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation of Maryland on December 26, 1990.

FOURTH: As previously filed, Article Ten, Paragraph (c), of the Articles stated: "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."

FIFTH: Article Ten, Paragraph (c), of the Articles, is hereby corrected to state: "Each share of Frederick Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Optical into .875 shares of Optical for each 100 shares of Frederick."

SIXTH: This Certificate of Correction does not:

(1) Alter the wording of any resolution which was adopted by the Board of Directors or the stockholders of any party to the Articles; or

(2) Make any other change or amendment which would not have complied in all respects with the requirements of the Corporations and Associations Article of the Annotated Code of Maryland at the time the Articles were filed; or

(3) Change the effective date of the Articles; or

(4) Affect any right or liability accrued prior to the filing hereof, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by the filing of this Certificate of Correction if the person having the right has not detrimentally relied on the Articles before said correction.

10818329

IN WITNESS WHEREOF, we the Presidents of Allegany Optical of Frederick, Inc. and Allegany Optical, Inc., have signed this Certificate of Correction and the respective Secretaries of the Corporations have attested our signatures this day of February, 1991, and we acknowledge the same to be our act.

ATTEST:

Amelia E. Kasinof, Secretary

Steven K. Kasinof, President
Allegany Optical, Inc.

Pamela K. Stamper, Secretary

Robert R. Mitter, President
Allegany Optical of Frederick, Inc.

cls/dmtl/correction/021891

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 11

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

Merging (~~Transferor~~) Allegany Optical of Frederick, Inc. D2311025

Surviving (~~Transferee~~) Allegany Optical, Inc. D1703834

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		_____ 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: Lisa Manik
Giampetro & Trailins
#407
920 Providence Rd
Towson Md 21204

TOTAL FEES 10

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JS

CERTIFICATE OF CORRECTION
OF
ARTICLES OF MERGER
MERGING
ALLEGANY OPTICAL OF FREDERICK, INC. (Md)
into
ALLEGANY OPTICAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 22, 1991 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:
$	$ 10.00	$

D2311025

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:
LISA MANIK
C/O GIAMPETRO & TRALINS
STE. 407, 920 PROVIDENCE ROAD
TOWSON MD 21204

184C3042645

A 353954

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

3318 1093

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

McCLURE'S FOODS, INCORPORATED

ARTICLES OF AMENDMENT

McCLURE'S FOODS, INCORPORATED, a Maryland corporation, having its principal office at 138 West Washington Street, 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 McClure's Foods, Incorporated (hereinafter called the 'Corporation'). The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time."

SECOND: The Articles of Incorporation of the Corporation is hereby further amended by striking in its entirety Article SIXTH and by substituting in lieu thereof the following: "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 William McC. Schildt."

THIRD: The above-stated amendment of the Articles of Incorporation was advised by the Board of Directors and approved by every stockholder of the Corporation.

IN WITNESS WHEREOF, McCLURE'S FOODS, 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 Assistant Secretary on this 20th day of March, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of McCLURE'S FOODS, INCORPORATED, and under the penalties of perjury, that the matters and facts set forth herein with respect to approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

McCLURE'S FOODS, INCORPORATED

Assistant Secretary

By: President

(SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 09 MA BUSINESS CODE _____ COUNTY 71

D2476505 ___ 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
X Other Change TO A CLOSE CORPORATION

Code _____

ATTENTION: William M.C. Schuldt

MAIL TO ADDRESS: Strite and Schuldt
138 N. Washington St
Hagerstown, Md
21740

TOTAL FEES 20

X Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMZ

ARTICLES OF AMENDMENT
OF
MCCLURE'S FOODS, INCORPORATED

APPROVED AND RECEIVED EOR RECORD BY THE STATE DEPARTMENT OE ASSESSMENTS AND TAXATION OE MARYLAND MARCH 22, 1991 AT 9:28 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	$

D2476505

TO THE CLERK OE THE COURT OE WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUL 22 1991

RETURN TO:
STRITE AND SCHILDT
WILLIAM MCC. SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

184C3042630

A 353939

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

3318 1034

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

ANTIETAM GLADE NURSERY, Ltd.

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

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald C. Brinser, whose post office address is Route 5, Box 154, Hagerstown, Washington County, Maryland 21740, being over the age of twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, by the execution, acknowledgment and filing of these Articles intend to form a corporation.

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

ANTIETAM GLADE NURSERY, 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 said Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To conduct a business for profit to buy, sell, exchange and trade trees, shrubs, perennials, plants, and other related horticultural products for wholesale, retail and exchange purposes and related sales and service incidental thereto, for profits and capital appreciation; and, the doing of any and all other business and operations incidental thereto, or connected therewith, and the doing and performing of any and all acts or other things necessary, proper, or convenient for or incident to the furtherance of the carrying out of the powers or purposes herein mentioned.

B. And further to operate a wholesale and retail nursery operation, subject to the laws and regulations of the various applicable federal and state governmental agencies, and subject to the franchises and licenses issued by federal and state governments.

C. To purchase, lease or otherwise acquire, all or any part of property (real and/or personal), rights, business, contracts, goodwill, franchises, licenses and assets of every kind of any corporation, partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part

any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guaranty, and assume and pay the indebtedness and liabilities, and to pay for any such property, rights, liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the Laws of the State of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

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

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

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations performed thereunder, and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter enforced; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

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

business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FIFTH: The post office of the place at which the principal office of the corporation in this State will be is: Route 5, Box 154, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Donald C. Brinser, whose post office address is Route 5, Box 154, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock of the par value of one hundred dollars ($100.00) each, having an aggregate par value of one hundred thousand dollars ($100,000.00). Each share of common stock shall be entitled to one vote for all purposes.

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

EIGHTH: The duration of the Corporation shall be perpetual.

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

IN WITNESS WHEREOF, I have signed these Articles of

Incorporation, in duplicate counterparts, this 6th day of March, 1991.

WITNESS:

Peggy Hornberger

Donald C. Brinser
DONALD C. BRINSER

STATE OF West Virginia
COUNTY OF Berkeley, to-wit:

I, Peggy Hornberger, a Notary Public of and for the County and State aforesaid, do hereby certify that DONALD C. BRINSER, whose name is signed to the foregoing writing, bearing date the 6th day of March, 1991, has this day acknowledged said writing before me in my said County.

Given under my hand and seal this 6th day of March, 1991.

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
PEGGY HORNBERGER
Rt. 3, Box 119
Hedgesville, WV 25427
My Commission Expires May 10, 1999

(NOTARIAL SEAL)

Peggy Hornberger
Notary Public

My commission expires: May 10, 1999

THESE ARTICLES OF INCORPORATION WERE PREPARED BY: Michael L. Scales, Attorney at Law, of the firm of Askin, Pill, Scales & Burke, L.C., 1190 Mt. Aetna Road West, Hagerstown, Maryland 21740, an attorney admitted to practice before the Court of Appeals of Maryland.

Michael L. Scales
Michael L. Scales
Attorney at Law

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

B.B ___ 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 L. Scales

MAIL TO ADDRESS:
Askin, Pill, Scales, Burke, L.C.
Attorneys at Law
1444 Edwin Miller Blvd.
P.O. Box 1938
Martinsburg, W. Virginia 25401

TOTAL FEES 40

X Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMJ

3319 1503

ARTICLES OF INCORPORATION
OF
ANTIETAM GLADE NURSERY, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 12, 1991 AT 8:11 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	$ 20.00	$

D3187804

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 JUL 22 1991

RETURN TO:
MICHAEL L. SCALES
ASKIN, PILL, SCALES, BURKE
1444 EDWIN MILLER BLVD.
P. O. BOX 1938
MARTINSBURG WV 25401

184C3042590

A 353908

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 July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
3-28-91 at 11:55A .m.

WOOD/MAX, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button whose post office 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 called the "Corporation") is Wood/Max, 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 carry on and conduct the business of woodworking in all its branches; to treat and dress and shape wood and lumber, to make articles of commerce therefrom, to repair vehicles and articles made from wood or so much thereof as is made from wood, and generally to buy, sell, and deal in wooden tools, appliances, and devices.

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 8823 A Mapleville Road, Boonsboro, MD 21734. The name and post office address of the Resident Agent of the Corporation in this Thomas Witmer, 17416 Taylors Landing Road, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 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

10878425

1991 MAR 28 A 11:55

becomes effective, there shall be one (1) director, whose name is Thomas Witmer.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of March, 1991 and I acknowledge the same to be my act.

Barbara R Hutton
Witness

Edward Betts

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 BB 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: Edward N. Button

MAIL TO ADDRESS:
Edward N. Button
Attorney at Law
44 North Potomac Street
Suite 104
Hagerstown, Md 21740

NOTE:

ARTICLES OF INCORPORATION
OF
WOOD/MAX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OE ASSESSMENTS AND TAXATION OF MARYLAND MARCH 28, 1991 AT 11:55 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	$

D3120238

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 JUL 22 1991

RETURN TO:
EDWAR N. BUTTON ATTORNEY AT LAW
44 NORTH POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

18803040273

A 354356

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 July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

PALM SPRINGS INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/2/91 at 9:12 .m.

ARTICLES OF INCORPORATION

ARTICLE 1: The UNDERSIGNED, DAVID L. SMITH and KAREN SMITH each being at least (21) years of age, do hereby proclaim that they are forming a closed corporation, under and by the virtue of the general laws of the State of Maryland.

ARTICLE 2: The name of the corporation (which is hereinafter called the Corporation), is PALM SPRINGS 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 loose weight.

B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or 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, manufactures, buyers and sellers of, dealers in, importers and exporters of, natural products, raw materials, manufactured

products and marketable goods, wares, and merchandise of every description.

E. To purchase rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership, or individual, (including the Estate of an descendent) 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 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 the law, and to accept in return therefore, property, cash, bonds, stocks, or other things of value.

H. To borrow, or raise money for the Corporation and to issue notes, bonds, debentures or other obligations of any nature, and any manner permitted by law for money so borrowed, or for 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 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 whose stock or securities it shall have an interest.

J. To carry on any other business which may seem to the Corporation to be calculate directly or indirectly, to effectuate the aforesaid objects, or any of them or any part of them, for the transaction of any other business 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 aforesaid 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 amendment thereto and shall 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 obligation 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 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 any 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 the furtherance and not limitation of the general powers conferred by law upon corporations; and it is not intended by the mention 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 , 113F COLONIAL APTS. NORTH COLONIAL DRIVE, HAGERSTOWN, MARYLAND 21740. The resident agent of the Corporation is DAVID L. SMITH whose post office address is 113F COLONIAL MANOR APTS. NORTH COLONIAL DRIVE, HAGERSTOWN, MARYLAND

21740. Said resident agent is an individual, actually residing in the state.

ARTICLE 5: I do hereby further certify that the total amount of the authorized stock of this Corporation is One Thousand (1,000) share 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 the 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 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 the 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 its own behalf or on the 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 shall have any liability by reason of such interests.

ARTICLE 7: The number of directors of the Corporation shall be three (3) which may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than (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. DAVID L. SMITH	113F COLONIAL APTS. NORTH COLONIAL DRIVE HAGERSTOWN, MD. 21740
2. KAREN SMITH	113F COLONIAL APTS. NORTH COLONIAL DRIVE HAGERSTOWN, MD. 21740
3. MARY JANE VETTICK	RD 1 BOX 503 HOPWOOD, PA. 15545

ARTICLE 8: The duration of the Corporation shall be perpetual and the Corporation shall be considered a closed Corporation

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 March, 1991, 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 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.

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 1st day of April, 1991.

Witness as to all:

David E. Smith
DAVID E. SMITH (SEAL)

Karen Smith
KAREN SMITH (SEAL)

STATE OF MARYLAND

SS:

COUNTY OF

I HEREBY CERTIFY that on this 1st day of April, 1991 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared,
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.

Doris M. Smith
My commission expires 06/07/94

DORIS M. SMITH NOTARY PUBLIC

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 B.B BUSINESS CODE 03 COUNTY 71

[redacted] ____ 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: Hollywood Weight Loss Clinic, Inc
32 Washington Center
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
PALM SPRINGS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 2, 1981 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	$

03121022

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 JUL 22 1991

RETURN TO:
HOLLYWOOD WEIGHT LOSS CLINIC,
INC.
32 WASHINGTON CENTER
HAGERSTOWN MD 21740

1990304052

A 354714

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

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record LIber 44

ARTICLES OF INCORPORATION

OF

DELMARVA BOXING FOUNDATION, INC.

THIS IS TO CERTIFY:

That I, the subscriber, Eugene N. Johnson, 409 Cartwright Avenue, Fruitland, Maryland 21826, being of full legal age, desiring to form a Non-Profit Corporation, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, hereby form a Corporation by the execution and filing of these Article of Incorporation:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") shall be "Delmarva Boxing Foundation, Inc." This is a "non-stock" corporation.

SECOND: The place in this State where the principal office of the Corporation is to be located and the mailing address of the Corporation is 409 Cartwright Avenue Fruitland, Maryland 21826. The name and post office address of the Resident Agent of the Corporation in Maryland is Eugene N. Johnson, 409 Cartwright Avenue, Fruitland, Maryland 21826. Said Resident Agent is a citizen of Maryland and actually resides therein.

THIRD: The purposes for which the Corporation formed are:

A. To promote wholesome competition in athletics among children and young people by participation in the sport of boxing, in affiliation with the United State of America Amateur Boxing Federation, Inc.

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to it 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 herein set forth.

C. Included among the purposes for which the Corporation is organized are the following:

1. To raise funds to subsidize the travel expenses of amateur boxing teams affiliated with the Delmarva Boxing Foundation, Inc., who are members in good standing of the United States of America Amateur Boxing Foundation, and who qualify for regional and/or national competition.

2. To contract for the publishing of and/or manufacturing of souvenirs utilizing the name of the Corporation in order to raise funds for the purpose of the Corporation.

3. To receive gifts, contributions, bequests and devises of funds and other property and to hold, accrue, manage, administer, invest, sell and reinvest the same and use the income therefrom and the principal for purposes as may, from time to time, be determined by the Board of Directors of the Corporation.

4. To acquire, establish and maintain institutions and agencies which may tend to advance the objectives of the Corporation.

5. To invest and reinvest any principal or income in bonds, stocks, mortgages, real estate or any interest or estate

C. RENDER
RNEY AT LAW
O. BOX 307
ISBURY, MD
21801-0307
01) 749-0333

therein, securities and any other medium of investment without limitation, and to deal with and expand the income and the principal of the Corporation in such manner as in the absolute judgement of its Board of Directors will best promote its objects and purposes.

6. To borrow or raise money for any of the purposes of the Corporation.

7. The above granted powers to the Corporation are in furtherance and not in limitation of the general powers conferred by law upon the Corporation.

8. Expenditures from the income and principal of the Corporation shall be made as determined by the Board of Directors of the Corporation and shall include but not be limited to the following specific uses and purposes.

a. To expend its funds for the benefit of amateur boxing teams and/or programs affiliated with the Delmarva Boxing Foundation, Inc., who are also members in good standing of the United States of America Amateur Boxing Foundation, Inc.

b. To carry on programs of sports, hobbies and other activities among children and young people for the purpose of furnishing wholesome recreation or other activities for such persons.

c. To combat juvenile delinquency by any appropriate means.

d. To carry on educational projects for students; to raise funds for providing scholarships available either as gifts or as a loan.

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

e. To raise and collect funds necessary for the carrying out of any of its purposes by any lawful means.

f. To do all other things necessary, desirable or useful in carrying out the above purposes.

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

FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

1. Eugene N. Johnson, 409 Cartwright Avenue, Fruitland, Maryland 21826.

2. Valerie A. Johnson, 409 Cartwright Avenue, Fruitland, Maryland 21826.

3. Roger Waters, Princess Anne, Maryland 21853.

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as the Board of Directors shall determine, consistent with the purposes for which the Corporation was organized. Any of such assets not so disposed

J C. RENDER
RNEY AT LAW
O. BOX 307
ISBURY, MD
21801-0307
301) 749-0333

of shall be disposed of by the Circuit Court of Wicomico County, exclusively for such purposes or to such organizations, as said Court shall determine.

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same but not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States. Such By-Laws may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, subject to subsequent approval by the membership of the Corporation.

EIGHTH: (1) As used in this article EIGHTH, any word or words that 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

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of April, 1991, and I acknowledge same to be my act.

Eugene N. Johnson

Eugene N. Johnson

C. RENDER
RNEY AT LAW
O. BOX 307
SBURY, MD
1801-0307
01) 749-0333

WITNESSES:

[illegible] — 300 W. MAIN ST, SALISBURY, MD.
Address

Jeanne W Phippin — 300 W. Main St., Salisbury, MD
Address

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

THIS IS TO CERTIFY that on this 2nd day of April, 1991, before me, the subscriber, a Notary Public of the County and State aforesaid, personally appeared Eugene N. Johnson, and he acknowledged the foregoing Article of Incorporation to be his respective act and deed.

Jeanne W. Phippin
Notary Public

My Commission Expires:
October 19, 1993

JOHN C. RENDER
ATTORNEY AT LAW
P. O. BOX 307
SALISBURY, MD
21801-0307
(301) 749-0333

196

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. B.B BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	24	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 C. Pender, Esq

MAIL TO ADDRESS: P. O. Box 307
Old Synagogue Building
300 West Main Street
Salisbury, Md 21801-0307

TOTAL FEES 44.00

✓ Check ____ Cash

NOTE:

____ Documents on _____ checks

APPROVED BY: DM

ARTICLES OF INCORPORATION
OF
DELMARVA BOXING FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 3, 1991 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:
$ 24.00	$ 20.00	$

D3192507

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 C. RENDER, ESQ.
P.O. BOX 307
300 W. MAIN ST.
SALISBURY MD 21801 0307

12003040660

A 354774

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

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 4 198

MELLOTT-INWOOD QUARRY CORPORATION

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Mark A. Dewire, whose address is 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:

MELLOTT-INWOOD QUARRY CORPORATION

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) To acquire, own, manage or develop real estate; and

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 725 Fountain Head Road, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Paul G. Mellott, Jr., 725 Fountain Head Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value $0.10 per share), amounting in aggregate par value to $10,000. All of such shares are initially classified as "Common Stock". 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.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this sub-paragraph.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.

(3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this sub-paragraph, and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.

(d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case

may be, in preference or priority to holders of such other class or series;

(2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

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

SEVENTH: The number of directors of the Corporation shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows:

Paul C. Mellott, Jr.	Mary Combs
Forrest Mellott	Benjamin Combs

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

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have 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 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) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(6) 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.

(7) 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 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.

(8) 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.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on April 3, 1991.

Witness:

Helen Foskit

Helen Foskit

Mark A. Dewire

Mark A. Dewire

3427x:04/03/91
15945-20

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	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		_____ 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	_____ 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 048

ATTENTION: MARK DEWIRE

#101380
4-3-91
32

MAIL TO ADDRESS: _____

TOTAL FEES 85

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMJ

ARTICLES OF INCORPORATION
OF
MELLOTT-INWOOD QUARRY CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 3, 1991 AT 3:23 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	$

D3191509

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 JUL 22 1991

RETURN TO:
PIPER & MARBURY
ATTN: MARK DEWIRE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

189C3040481

A 354554

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

3320 2054

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

RESOLUTION OF THE BOARD OF TRUSTEES
OF
~~THE~~ GRACE BRETHREN CHURCH OF HAGERSTOWN, MARYLAND

The Trustees of ~~The Hagerstown~~ Grace Brethren Church of Hagerstown, Maryland, a religious corporation organized in the State of Maryland on 28 December 1938, duly approved a resolution as follows:

RESOLVED:

1. That the principal office and address of resident agent of the Corporation is changed to 837 Spruce Street, Hagerstown, Maryland, 21740, and,

2. That the Resident Agent is changed to Rev. Raymond H. Davis.

Witness our hands and seals this 31st day of March 1991.

Carl V. Zello (SEAL)
David H. Smith (SEAL)
George P. Mongan (SEAL)
Kenneth H. Kimble (SEAL)
Larry Harnish (SEAL)
George V. Mong III. (SEAL)

WITNESS: Peggy Ann Mongan
Peggy Ann Mongan

STATE OF MARYLAND, WASHINGTON COUNTY, To Wit:

I HEREBY CERTIFY, that on this 31st day of March 1991, before me, the subscriber, a Notary Public, of the State of Maryland, in and for Washington County, personally appeared Carl V. Zello, David H. Smith, George P. Mongan, Kenneth H. Kimble, Larry Harnish, and George V. Mong III and did each acknowledge the foregoing Resolution to be their respective act and deed.

IN WITNESS THEREOF, I have hereto subscribed my name and affixed my official Notarial Seal.

(N.P. Seal)

PEGGY ANN MONGAN, Notary

Peggy A. Mongan
PEGGY A. MONGAN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires Jan. 1, 1994

4|351

551

EX.

At the req. of Second Brethren Church of Hagerstown, Maryland, the fol. Articles of Inc., was rec. Jan. 6, 1939 at 11:45 A. M.

At a meeting of the members of the SECOND BRETHREN CHURCH OF HAGERSTOWN, MARYLAND, held December 28, 1938, said members being over the age of twenty-one years, the following certificate and articles of incorporation and regulations for the government of the affairs of the said church and congregation were adopted.

ARTICLE1. The name of the Corporation shall be "SECOND BRETHREN CHURCH OF HAGERSTOWN, MARYLAND".

ARTICLE 2. The officers of this Church or Corporation consists of the Minister in charge, who shall be President ex-officio and five Trustees..

The name of the Trustees elected for the first five years are CHARLES W. DURBORAW, LUTHER MOATS, HENRY W. BISER, MAX SPIELMAN and JOSEPH H. BELL who shall serve for five years from this date, and until their successors shall be duly elected and entered on the discharge of their duties.

ARTICLE 3. The election for Trustees of this Congregation shall be held in the month of December, A. D., 1943, and every five years thereafter in the same month, of which election at least two weeks previous notice shall be given from the pulpit at a regular meeting of the congregation, and a majority of the lawful ballots cast by the members of the congregation present at any election shall determine the choice, at which election all members of said Church shall have the right to vote. No person shall be eligible for election as a Trustee unless he is a member of this Church and over the age of twenty-one years.

ARTICLE 4. The Trustees have power to adopt by-laws for the government of the business affairs of the Church, not inconsistent with the articles for the government and discipline of the Brethren Church and power at any time to amend and alter the same.

ARTICLE 5. The Management of the temporal and fiscal affairs of this Church shall devolve upon the Trustees, and in them shall rest all the property of the Church, real and personal, now used, occupied or possessed by said Church or which may be hereafter given, conveyed, bequeathed or devised to said body corporate, and which it may be lawful under the constitution and laws of Maryland for said Church to hold. The same to be held for the use and benefit of the Corporation.

ARTICLE 6. In case of the resignation, compulsion or death of any Trustee such vacancy or vacancies shall be filled by the vote of the congregation to be cast at an election to be held after two weeks notice given from the pulpit of said Church.

ARTICLE 7. These articles of incorporation shall be signed by the Trustees under the provisions of Articles 23 of the Code of Public General Laws of Maryland, and to them acknowledged to be the act and deed of said congregation before a Notary Public of the State of Maryland in and for Washington County, and together with the certificate of acknowledgment of said Notary Public shall be recorded in the office of the Clerk of the Circuit Court for Washington County.

Witness our hands and seals this 31 day of December, 1938.

	CHARLES W. DURBORAW	(SEAL)
	LUTHER MOATS	(SEAL)
	HENRY W. BISER	(SEAL)
	MAX SPIELMAN	(SEAL)
WITNESS: B. M. WINN	JOSEPH H. BELL	(SEAL)

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

I HEREBY CERTIFY, That on this 31 day of December, 1938, before me, the subscriber, a Notary Public, of the State of Maryland, in and for Washington County, personally appeared Charles W. Durboraw, Luther Moats, Henry W. Biser, Max Spielman and Joseph H. Bell and did each acknowledge the aforegoing Certificate of Incorporation to be their respective act and deed.

In Witness Whereof, I have hereunto subscribed my name and affixed my official Notarial Seal.

(N. P. SEAL) BETTY M. WINN, Notary Public.

EX.

At the req. of Self Service Co., the fol. Articles of Dissolution was rec. Jan. 30th, 1939 at 8:00 A. M.

THE SELF SERVICE COMPANY
ARTICLES OF DISSOLUTION

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal office of THE SELF SERVICE COMPANY (hereinafter called the Corporation) is located is Summit Avenue, Hagerstown, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:-

1. H. Earl Weagley, Hagerstown, Maryland.
2. Louis H. Voris, Hagerstown Maryland.

elected under the provisions of Article 111, and by them acknowledged.

IN TESTIMONY WHEREOF, Scott R. Wagner, Pastor, Daniel A. Stickell C. Harry Keller, Harry Brindle, William B. Hicks, Frank L. Bennett and Frank S. Schwartz, Elders, and Frank M. Hoffhine, James P. Harter, Jr., G. Brewer Middlekauff, Omer T. Kaylor, Garfield W. Tyler, and Victor F. Stine, Deacons, have hereunto set their hands and affixed their seals this 7th day of April, A. D. Nineteen Hundred and Forty one.

SCOTT R. WAGNER	(SEAL)
DANIEL A. STICKELL	(SEAL)
C. HARRY KELLER	(SEAL)
HARRY BRINDLE	(SEAL)
WILLIAM B. HICKS	(SEAL)
FRANK L. BENNETT	(SEAL)
FRANK S. SCHWARTZ	(SEAL)
FRANK M. HOFFHINE	(SEAL)
JAMES P. HARTER, JR.	(SEAL)
G. BREWER MIDDLEKAUFF	(SEAL)
OMER T. KAYLOR	(SEAL)
GARFIELD W. TYLER	(SEAL)
VICTOR F. STINE	(SEAL)

Test: Janet E. Baltzley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 7th day of April, A. D. Nineteen Hundred and Forty-one, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Scott R. Wagner, Daniel A. Stickell, C. Harry Keller, Harry Brindle, William B. Hicks, Frank L. Bennett, Frank S. Schwartz, Frank M. Hoffhine, James P. Harter, Jr., G. Brewer Middlekauff, Omer T. Kaylor, Garfield W. Tyler and Victor F. Stine, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

In testimony whereof, I have hereunto set my hand and affixed my official Notarial Seal.

(N. P. SEAL) JANET E. BALTZLEY, NOTARY PUBLIC

4/446

EX

At the req. of GRACE BRETHERN CH. thesfol. Amended Art. were rec. Apr. 28, 1941 at 2.20 P. M.

The following amended Articles of Incorporation were adopted by the members of the Second Brethern Church, of Hagerstown, Maryland, by the unanimous vte of all members present at a congregational meeting held on Nov. 1, 1940 to supersede Articles of Incorporation of said congregation acknowledged Dec. 31, 1938, and recorded in Liber No. 4, folio No. 351, one of the Charter Records of Washington County, Maryland, after a notice of said meeting had been publicly announced at the regular worship services of said congregation more than two weeks prior to said congregational meeting.

ARTICLE 1. The new name of the corporation shall be Grace Brethern Church of Hagerstown, Maryland.

ARTICLE 2. The officers of the church or corporation shall consist of the Minister, who shall be president, ex-officio and five Trustees.

The names of the Trustees elected and the duration of time for which they are to serve are as follows: Joseph H. Bell for the period of five years, from Dec. 31, 1940 to Dec. 31, 1945, Roy S. Long for the period of four years, Dec. 31, 1940 to Dec. 31, 1944, John E. Harbaugh forthe period of 3 years from December 31, 1940 to December 31, 1943, Max D. Spielman, for the period of two years from Dec. 31, 1940 to Dec. 31, 1942, Samuel Turner for the period of one year from Dec. 31, 1940 to Dec. 31, 1941.

ARTICLE 3. Each year there shall be elected a Trustee to serve for the period of five years and to take the place of the Trustee whose term expires in that year. The election of Trustee of this Church shall be held in the month of December of each year, of which election, at least two weeks previous notice shall be given from the pulpit at a regular meeting of the congregation, and a majority of the lawful ballots cast by the members of the congregation present at any election shall determine the choice, and at which election all members of said church have the right to vote. No person shall be eligible for election as Trustee unless he is a member of this church and over the age of 21 years.

ARTICLE 4. The Trustees shall have power to adopt by-laws for the government of the business affairs of the church, not inconsistent with the articles forthe government and discipline of the Brethern Church and power to amend and alter the same at any time.

ARTICLE 5. The management of the temporal and fiscal affairs of this church shall devolve upon the Trustees, and in them shall rest all the property of the Church, real and personal, now used, occupied or possessed by said Church or which may be hereafter given, conveyed, bequeathed or devised ot saidbody corporate, and which it may be lawful under the constitution and laws of Maryland for said Church to hold. The same to be held for the use and benefit of the Corporation. This Corporation to acquire all of the real and personalproperty of the former Second Brethern Church of Hagerstown, Md. and assume the payment of all debts or obligations of the same.

ARTICLE 6. In case of resignation, compulsion or death of any Trustee, such vacancy or vanancies shall be filled by the vote of the congregation to be cast at an election to be held after two weeks notice given from the pulpit of said Church.

ARTICLE 7. Membership. Any person who shall have confessed that Jesus is the Son of God and accepted Him as Savious and Lord, and who shall have publicly accepted the Bible asthe complete, final and inspired revelation of the triune God to man, and who shall have been baptized in water by triune immersion, and who shall have consented to the covenants and

provisions of this Constitution and By-laws, may formally become a member of this Church.

ARTICLE 8. Amendments. This Certificate of Incorporation may be amended by a two-thirds vote of all members eligible to vote and present at any regular meeting, or at a special meeting called for that purpose, provided: that in either case at least ten days notice of the proposed amendment shall be given, and that the said period of ten days shall include two Sundays. An announcement from the pulpit on two successive Sundays or two insertions of the proposed amendment in the Church calendar, shall be deemed a sufficient notice.

ARTICLE 9. These articles of incorporation shall be signed by the Trustees under the provision of Articles 23 of the Code of Public General Laws of Maryland, and by them acknowledged to be the act anddeed of said congregation before a Notary Public of the State of Maryland in and for Washington County, and together with the certificate of acknowledgment of said Notary Public shall be recorded in the office of the Clerk of the Circuit Court for Washington County.

WITNESS our hands and seals this 7th day of January, 1941.

SAMUEL H. TURNER (SEAL)
ROY S. LONG (SEAL)
JOHN E. HARBAUGH (SEAL)
JOSEPH H. BELL (SEAL)
Witness: M. Lorraine Hines MAX D. SPIELMAN (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:
I hereby certify that on this 26th day of March, A. D. 1941, beforeme, the subscriber, a Notary Public, of the State of Maryland, in and for Wash.County, personally appeared Samuel Turner, Joseph H. Bell, Roy S. Long, John E. Harbaugh and Max D. Spielman and did each acknowledge the aforegoing Certificate of Incorporation to be their respective act and deed.
In witness whereof, I have hereunto subscribed my name and affixed my official Notarial Seal.
(N. P. SEAL) M. LORRAINE HINES, NOTARY PUBLIC

EX

At the req. of LEITER BROS. INC. this Cert. of Inc. was rec. May 12, 1941 at 8.00 A. M.

LEITER BROTHERS, INC.
CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:
FIRST: That we, the subscribers, Frank S. Leiter, whose post office address is No. 940 Oak Hill Avenue, Hagerstown, Maryland, Roy A. Leiter, whose post office address is No. 69 Broadway, Hagerstown, Maryland, and Odello M. Leiter, whose post office address is No. 1106 Oak Hill Avenue, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the corporation) is LEITER BROTHERS, INC.

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

(1) To manufacture, buy, sell, distribute, and generally as manufacturers, jobbers, wholesalers and retailers to deal in ladies', men's, boy's, and children's wear and accessories, draperies, luggage, art goods, toys, toiletries, notions, piece goods, jewelry and silverware, confectionery, groceries and food stuffs, home furnishings and household goods, and allother articles and merchandise which may be incidentally or profitably handled in connection with said business.
(2) To manufacture, sell, buy, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise, of every class and description necessary or useful in connection with the business and operation of this corporation.
(3) to improve, manage, develop, sell, assign, transfer, lease, rent, mortgage, pledge or otherwise use, dispose of ordeal with all real estate or personal property of the corporation and from time to time to change any investment of the corporation.
(4) To borrow money for its corporate purposes, and to make, accept, endorse, execute, and issue promissory notes, bills of exchange, trade acceptances, bonds, debentures, or other obligations from time to time, and secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.
(5) To purchase, lease, or otherwise acquire and to hold, own, sell, andconvey exchange, encumber by mortgage or deed of trust or otherwise deal in, utilize, or dispose of real and personal property of all kinds as well as any rights, interests, equities, leases, mortgages and options in, for, upon, or affecting any such property.
(6) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of capital stock, bonds, debentures, or other evidences of indebtedness of any individual or any corporation, domestic or foreign, and while the holder thereof to exercise all rights and privileges of ownership, including the right to vote thereon and to issue in exchange therfor its own stock, bonds, and other obligations.
(7) To apply for, obtain, register, purchase, lease, or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, and grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copy rights, trademarks, trade names, brands, labels, patent rights, letter patent of the United

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 Sa BUSINESS CODE _____ COUNTY 71

#D3167053 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

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Surviving (Transferee) _____

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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 ____

#101534 4-5-91 39

TOTAL FEES 55

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: PM

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: ____

MAIL TO ADDRESS: Little Hogan
1707 Bonnie Ln
Hagerstown, MD 21740

NOTE:

3324 2

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
GRACE BRETHREN CHURCH OF HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 5, 1991 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

03167053

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 JUL 22 1991

RETURN TO:
KELLER HIGH
1702 BURNSIDE DRIVE
HAGERSTOWN MD 21740

20003040989

A 355969

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.

2224 2429

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

CALVARY CHURCH OF GOD IN CHRIST, INC

ARTICLES OF INCORPORATION

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 Calvary Church Of God In Christ, Inc. (the "Religious Corporation") to serve as trustees ("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 Corpations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorpators with the intention of forming a religious corporation under and by the virtue of the provisions of the General Laws of the State of Maryland, and do certify to the State Department of Assessment and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is the Calvary Church Of God In Christ, 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, education 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 charitable and education purposes, all for the public welfare, and for no other purposes, and to the end to take 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 limitations, if any such property and to invest and reinvest the principal thereof, and to deal with and expend the income there from 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 excerise 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 amends; to receive, take title to hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corpoations, 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 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 resonable 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 Religious Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the

Religious 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 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, 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 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 are the following:

i) to establish and maintain a church and to provide a place of worship and prayer in accordance with the Judeo-Christian traditions.

ii) to establish, maintain and conduct a foster care facility to promote the emotional, economic, and spiritual well-being of the disadvantaged.

iii) to further all religious and charitable work.

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

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

the United States.

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

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

i) such person is a Trustee of the Religious Corporation on the dates these Articles of Incorporation are accepted for 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 of these Articles of Incorporation are accepted for the record by the Department; or,

iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

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

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

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

iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation. In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

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

FIFTH: The address of the principal place of worship of the Religious Corporation is 109 W. North Street, Hagerstown, Md. 21740; the name and address of the resident agent of the Religious Corporation are Rev. Garry A. Mebane, 470-1 Mountain Rd., Cascade, Md. 21719. Said resident agent is a citizen of the State of Maryland and actually resides

therein.

SIXTH: The initial number of Trustees of the Religious Corporation is five (5), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4), nor more than eleven (11). The names and addresses of those serving as initial Trustees are: Rev. Garry A. Mebane, 470-1 Mountain Rd., Cascade, Md. 21719; Leonard Cardwell, 489-1 Blueridge Pl., Cascade, Md. 21719; Lewis T. Virgil, 471-4 Mountain Rd., Cascade, Md. 21719; Linda Rodgers, 753-4 N. Boyd St., Cascade, Md. 21719; Enoch Gamble, P.O. Box 946, Cascade, Md. 21719.

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 a 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(s)

under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court of Baltimore City is such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such 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 not be 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 be subjected to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provision 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 provision of any subsequent federal tax law. (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any federal tax laws.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26 day of September, 1989 and we acknowledged the same to be our acts.

WITNESS:

Leonard B. Cardwell	Danny A. McCane
Lewis T. Virgil	Leonard B. Cardwell
Enoch Gamble	Lewis T. Virgil
Danny A. McCane	Enoch Gamble
Enoch Gamble	Linda Rodgers

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 16 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	28	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	16	1 Certified Copy 10
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: Evelyn Darden
1412 Crain Hwy N.
#1B
Glen Burnie Md
21061

TOTAL FEES 106

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: fcm

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
CALVARY CHURCH OF GOD IN CHRIST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 5, 1991 AT 12:26 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	$ 20.00	$

D3193794

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 JUL 22 1991

RETURN TO:
EVERLYN DARDEN
1412 CRAIN HWY., N.
SUITE #1B
GLEN BURNIE MD 21061

192C3040808

A 354865

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

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

ARTICLES OF MERGER
MERGING
GREEN STREAK PUBLICATIONS, INC.
INTO
THE HERALD MAIL COMPANY

ARTICLES OF MERGER entered into this 1st day of October, 1990, by and between Green Streak Publications, Inc., a Maryland corporation and The Herald Mail Company, a Maryland corporation.

THIS IS TO CERTIFY:

FIRST: The Herald Mail Company, a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Parent Corporation"), and Green Streak Publications, Inc., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of The Herald Mail Company.

THIRD: The parties to the Articles of Merger are The Herald Mail Company, a corporation organized on April 4, 1960 under the laws of the State of Maryland, and Green Streak Publications, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is 10,000 shares of common stock without par value (hereinafter referred to as the "Common Stock").

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is 1,000 shares of common stock without par value (hereinafter referred to as the "Subsidiary Common Stock").

SIXTH: The number of outstanding shares of the Subsidiary Corporation owned by the Parent Corporation, being more than ninety (90%) percent of the issued shares, is as follows:

	Total Shares Outstanding	Shares Owned by Parent Corporation
Common Stock	1,000	1,000

SEVENTH: All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

EIGHTH: The principal office of the Subsidiary Corporation, organized under the laws of the State of Maryland, is located in Hagerstown, Maryland.

The Subsidiary Corporation does not own property in the City of Hagerstown in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the Surviving Corporation in the State of Maryland, the State of its incorporation, is 100 Summit Avenue, Hagerstown, Maryland, County of Washington, and the name and post office address of a resident agent of said Surviving Corporation in Maryland, service of process upon whom shall bind such Corporation in any action, suit or proceeding pending at the time of filing these Articles of Merger or thereafter instituted or filed against it is The Corporation Trust Incorporated, 32 South Street
Baltimore, Maryland. 21202.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on October 1, 1990, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said corporation.

ELEVENTH: The merger to be effected by these Articles of Merger was duly advised, authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Charter and By-Laws of said corporation.

IN WITNESS WHEREOF, Green Streak Publications, Inc. and The Herald Mail Company, 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 1st day of October, 1990.

ATTEST: GREEN STREAK PUBLICATIONS, INC.

Marlene E. Russell BY: Fred C Tenby
Secretary President

SIGNATURES CONTINUED

THE HERALD MAIL COMPANY

Jack E. Haines
Secretary

BY: Fred C Temby
President

THE UNDERSIGNED, President of Green Streak Publications, 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.

Frederick C Temby
Frederick C. Temby

THE UNDERSIGNED, President of The Herald Mail Company who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Frederick C Temby
Frederick C. Temby

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 ___ Nonstock

Merging (~~Transferor~~) Green Streak Publications, Inc. D2799112

Surviving (~~Transferee~~) The Herald Mail Company D 009 2288

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	8	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
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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 28

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. Wash. St.
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: Jro

ARTICLES OF MERGER
OF
GREEN STREAK PUBLICATIONS, INC.
(A MD CORP.)
INTO
THE HERALD-MAIL COMPANY
(A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 6, 1991 AT 2:21 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	$

D0092288

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.
STE. 300
HAGERSTOWN MD 21740

MAILED JUL 22 1991

197C3040532

A 355593

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 July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44
232

OFFICE ESSENTIALS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Ronald K. Van Reenen, whose post office address is 235 East Irvin Avenue, 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:

OFFICE ESSENTIALS, INC.

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

1. To own and carry on the business of office equipment and supplies.

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 235 East Irvin Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation is Ronald K. Van Reenen, 235 East Irvin Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (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:

Ronald K. Van Reenen

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 9th day of April, 1991, and I acknowledge the same to be my act.

WITNESS:

Ronald K. Van Reenen (SEAL)
Ronald K. Van Reenen

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	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 _____

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 D. Day

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

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jm T

ARTICLES OF INCORPORATION
OF
OFFICE ESSENTIALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 12, 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	$ 20.00	$

D3198058

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 JUL 22 1991

RETURN TO:
DAY AND SCHNEIDER, P.A.
ATTN: MICHAEL G. DAY
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

19703040498

A 355561

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.

3323 1365

Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

GRABER & ROSS, CHARTERED

ARTICLES OF INCORPORATION

4-12-91
8 48W

FIRST: I, Edward N. Button, whose post office address is 44 N. Potomac Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation" is Graber & Ross, Chartered

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

1) To engage in the professional practice of accounting and the provision of accounting and related services.
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 47 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald Ross, 47 N. Potomac St., Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

1) If there is 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 Kenneth Graber.

1. 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.

ARD N. BUTTON
ORNEY AT LAW
RTH POTOMAC ST.
SUITE 104
STOWN, MD 21740
(301) 739-4860

2. 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;

e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation stock of which is to be acquired; and

f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

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

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740

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 11 day of April, 1991, and I acknowledge same to be my act.

Barbara K Hutton

240

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 06 COUNTY 21

_____ ✓ 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: Edward Button
#104
144 N. Potomac St
Hagerstown Md
21740

TOTAL FEES 70

✓ Check (40) ✓ Cash (30) NOTE:

_____ Documents on _____ checks

APPROVED BY: JS

ARTICLES OF INCORPORATION
OF
GRABER & ROSS, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 12, 1991 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	$

D3196888

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 JUL 22 1991

RETURN TO:
EDWARD BUTTON
44 N. POTOMAC ST., #104
HAGERSTOWN MD 21740

19C3040333

A 355412

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.

3323 0534

AT5 060

Received for Record July 1, 1991
242 at 9:30 a.m.
Corporation Record Liber 44

TIMBER RIDGE PAINTBALL CLUB, INC.
A MARYLAND CLOSE CORPORATION
ARTICLES OF INCORPORATION

FIRST: I, Eric J. Benzer, whose post office address is 9th Floor, Seven East Redwood Street, Baltimore, Maryland 21202, 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 said corporation (the "Corporation") is

TIMBER RIDGE PAINTBALL CLUB, INC.

THIRD: The Corporation elects close corporation status under the provisions of Title IV of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) to engage in the sport known as paint-ball and to engage in any endeavor or activities within the industry of paintball; and

(b) to enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose; and

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, and the said Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FIFTH: The post office address of the principal office of the Corporation in this State is the 14432 Tollgate Ridge, Hancock, Maryland 21750. The name and post office address of the resident agent of the Corporation in this State is Kevin P. Foy, Birrane, Harlan & Cooke, 9th Floor, Seven East Redwood Street, Baltimore, Maryland 21202. Said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock without a par value.

SEVENTH: The Corporation shall have no board of directors. The name of the director who shall serve as the Board of Directors of the Corporation until such time as this election becomes effective is Robert Barnhart, Jr..

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10 day of April, 1991, and I acknowledge the same to be my act, and that to the best of my 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.

Eric J. Benzer
Incorporator

244

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 ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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64		Rec. Fee (Transfer)
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52		Foreign Qualification
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73		Certificate of Conveyance
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83		Cert. Limited Partnership
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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: _____
Barnes, Harlan & Cole
7 East Redwood St
9th Floor
Baltimore, Md. 21202

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
TIMBER RIDGE PAINTBALL CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 12, 1991 AT 10:53 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	$

D3198702

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 JUL 22 1991

RETURN TO:
BIRRANE, HARLAN & COOKE
7 EAST REDWOOD ST., 9TH FLOOR
BALTIMORE MD 21202

1980 3040626

A 355661

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

246 Received for Record July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

HAGERSTOWN'S FINEST AUTO SALES, 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

HAGERSTOWN'S FINEST AUTO SALES, 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 82 W. Washington 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 James Allen Montgomery and Vincent Patrick Smith, Sr.

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 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 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 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 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 11th day of April, 1990, and I acknowledge the same to be my act.

WITNESS:

Judith A. Butts

Dixie C. Newhouse

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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___		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: Dixie C. Newhouse

MAIL TO ADDRESS: Creager & Newhouse, P.A.
Suite 200, Bryan Centre
82 West Washington St
Hagerstown, Md. 21740-4804

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMH

ARTICLES OF INCORPORATION
OF
HAGERSTOWN'S FINEST AUTO SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1991 AT 8:24 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	$

D3198959

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 JUL 22 1991

RETURN TO:
CREAGER & NEWHOUSE, P.A.
ATTN: DIXIE C. NEWHOUSE
82 WEST WASHINGTON ST., STE. 200
BRYAN CENTRE
HAGERSTOWN MD 21740

198C3040651

A 355686

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

Received for REcord July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION 4-15-91 at 9:14a m.

FIRST: I, G. Clair Baker, Jr., whose post office address is 138 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:

G. CLAIR BAKER, JR., P.A.

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

1. To own and carry on the business of a professional legal services corporation.

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 138 West Washington Street. The name and post office address of the Resident Agent of the Corporation is G. Clair Baker, Jr., 138 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 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:

G. Clair Baker, Jr.
138 West Washington Street
Hagerstown, Maryland 21740

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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 12th day of April, 1991, and I acknowledge the same to be my act.

WITNESS:

Peter K. Smith

G. Clair Baker, Jr. (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 MA 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: B. Clair Baker Jr
15 E. Hillcrest Rd
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JPO

ARTICLES OF INCORPORATION
OF
G. CLAIR BAKER, JR., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1991 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	$

D3197613

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 JUL 22 1991

RETURN TO:
G. CLAIR BAKER, JR.
15 E. HILLCREST RD.
HAGERSTOWN MD 21740

197C3040454

A 355524

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 July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

DULLES EXPRESS, INC.

The undersigned, being a natural person and acting as incorporator, does hereby adopt the following Articles of Incorporation for the purpose of forming a business corporation in the State of Maryland, pursuant to the provisions of the Maryland General Corporation Law.

FIRST: (1) The name of the incorporator is Sheila R.Hawkins.

(2) The said incorporator's address, including the street and number, if any, including the county or municipal area, and including the state or country, is 1025 Vermont Avenue, N.W., Washington, D.C. 20005.

(3) The said incorporator is at least eighteen years of age.

(4) The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland, to wit, the Maryland General Corporation Law.

SECOND: The name of the corporation (hereinafter called the "corporation") is DULLES EXPRESS, INC.

THIRD: The corporation is formed for the following purpose or purposes:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and

as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property and assets, or any interest therein, wherever situated.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the powers conferred upon corporations organized under the provisions of the Maryland General Corporation Law.

FOURTH: The address, including street and number, if any, and the county or municipal area, of the principal office of the corporation within the State of Maryland, is 20 Indian Lane, City of Hagerstown, Maryland 21740.

FIFTH: The name and the address, including street and number, if any, and the county or municipal area, of the resident agent of the corporation within the State of Maryland, are David B. Sullivan, 20 Indian Lane, City of Hagerstown, Maryland 21740.

SIXTH: (1) The total number of shares of stock which the corporation has authority to issue is Two Hundred Thousand (200,000), all of which are of a par value of One Cent ($.01) each and are designated as Common Stock.

(2) The aggregate par value of all the authorized shares of stock is Two Thousand (2000) dollars.

(3) The Board of Directors of the corporation is authorized, from time to time, to issue any additional stock or convertible securities of the corporation without the approval of the holders of outstanding stock.

(4) The Board of Directors of the corporation is authorized, from time to time, to classify or to reclassify, as the case may be, any unissued shares of stock of the corporation.

(5) Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the corporation may be set forth in the Bylaws of the corporation or in any agreement or agreements duly entered into.

(6) To the extent permitted by Section 2-104(b)(5) of the Maryland General Corporation Law, notwithstanding any provision of the Maryland General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

(7) No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: (1) The number of directors of the corporation, until such number shall be changed by the Bylaws of the corporation, is One (1).

(2) The names of the persons who will serve as directors of the corporation until the first annual meeting of stockholders and until their successors are elected and qualify are as follows:

David B. Sullivan

(3) The initial Bylaws of the corporation shall be adopted by the initial directors. Thereafter, the power to adopt, alter, and repeal the Bylaws of the corporation shall be vested in the Board of Directors of the corporation.

(4) The corporation shall, to the fullest extent permitted by the Maryland General Corporation Law, as the same may be amended and supplemented, and, without limiting the generality of the foregoing, in accordance with Section 2-418 of said Maryland General Corporation Law, indemnify any and all persons whom it shall have power to indemnify under said law from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Maryland General Corporation Law.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the Maryland General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and any contract rights at any time conferred upon the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act.

Dated: April 15, 1991.

Sheila R. Hawkins
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 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 049

ATTENTION: John Kelly

MAIL TO ADDRESS: _____

TOTAL FEES 70

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
DULLES EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 16, 1991 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	$ 20.00	$

D3199056

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 JUL 22 1991

RETURN TO:
THE PRENTICE-HALL CORPORATION
SYSTEM, MARYLAND
1123 N. EUTAW ST.
BALTIMORE MD 21201

198C3040661

A 355694

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 July 1, 1991 at 9:30 a.m.
Corporation Record Liber 44

CONNELLY AND ASSOCIATES, INC.
(A close corporation under title IV)

FIRST: The undersigned, WALTER T. CONNELLY whose post office address is 20724 NETZ ROAD, BOONSBORO, MARYLAND 21713 , who is at least 18 years of age, does hereby form a corporation under the General Laws of the state of Maryland.

SECOND: the name of the corporation (hereinafter referred to as "the corporation") is CONNELLY AND ASSOCIATES, INC.

THIRD: The corporation shall be a close corporation as authorized by Title IV of the Annotated Code of Maryland.

FOURTH: The purpose for which the corporation is formed are as follows:

to offer engineering and drilling services.
to make all contracts and do all things proper, incidental and conductive to the complete attainment of such purposes.

FIFTH: The post office address of the principal office of the corporation in Maryland will be 20724 Netz Rd. Boonsboro, Md. 21713. the name and address of the resident agent in Maryland is Walter T. Connelly 20742 Netz Rd. Boonsboro, Md. 21713 and actually resides therein.

SIXTH: the total number of shares of stock which the corporation has authority to issue is one thousand(1000) shares, without par value all of one class.

SEVENTH: After the completion of the organization meeting of the director and the issuance of one or more shares of stock of the corporation shall have no Board of Directors. Until such time, the corporation shall have one director, whose name is Walter T. Connelly.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I gave signed these Articles of Incorporation of the 10 day of APRIL ,1991 and acknowledge the same to be my act.

WITNESS

Walter T. Connelly (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 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: Walter Connelly

MAIL TO ADDRESS: 20724 Metz Rd
Boonsboro, Md.
21713

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: J.M.T.

3325 1375

ARTICLES OF INCORPORATION
OF
CONNELLY AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 19, 1991 AT 10:46 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	$

D3202637

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:
WALTER CONNELLY
20724 NETZ RD.
BOONSBORO MD 21713

202C3041268

A 356225

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

7725 177?

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
ECKERT-GLOBAL ENTERPRISES, INC.

(A Maryland Close Corporation)

FIRST: The undersigned, Leroy M. Eckert, whose post office address is 1044 Brinker Drive, Hagerstown, Maryland 21740, a resident of the State of Maryland, over eighteen (18) years of age, does hereby constitute himself an incorporator with the purpose 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

"ECKERT-GLOBAL ENTERPRISES, INC."

THIRD: The Corporation shall be a close corporation 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 engage in a mail order business, including, but not limited to the purchase, advertisement and sale by mail of products of whatever kind.

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage, or encumber real estate or other property, personal or mixed.

(c) To take, own, yield income, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatsoever to dispose of real property within or without the State of Maryland wherever situate.

056/ecke-inc/041291

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

(e) To purchase, acquire, apply for, register, secure, hold, own, sell, or otherwise obtain and dispose of any and all copyrights, trade names and distinctive marks.

(f) To carry on any other business in connection with the foregoing, whether owning, operating and managing real estate or otherwise.

(g) To borrow money, make and issue bonds payable to bearer or otherwise, and to secure the same by mortgage, deed of trust or otherwise, to sell or pledge any and all securities or evidence of debt owned by the Corporation, and to carry on such business and to deal with the property by law as may seem to be calculated, directly or indirectly, to promote the objects or purposes.

(h) To acquire by purchase, lease or otherwise, the property, rights, business good will, franchises and assets of every kind of any corporation, association, firm or individual, in whole or in part, and to operate the same, and to undertake, guarantee, assume the indebtedness and liabilities thereof, and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the Corporation or otherwise.

(i) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, to facilitate it in the transaction of its aforesaid businesses, or any part

thereof, or in the transaction of any other business that may be calculated directly or indirectly to so enhance the value of its property and directly or otherwise of its right; and to have and exercise all powers conferred by the General Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code 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 and said Corporations and Associations Article, now or hereafter in force; the enumeration of certain powers, as herein specified, not being intended to exclude any such other powers, rights and privileges.

(j) To have one or more offices and places of business and to carry on all or any of its operations and businesses, and without restrictions or limits, as to amount or number, in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by law.

FIFTH: The post office address of the principal office of the Corporation is 1044 Brinker Drive Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Leroy M. Eckert, 1044 Brinker Drive,

Hagerstown, Maryland 21740, an individual actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, all of one class, with no nominal or par value.

SEVENTH: After the completion of the organizational meeting of the Board of 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 number of Directors of the Corporation shall be two (2), whose names are: Leroy M. Eckert and Sonya E. Eckert.

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 initially empowered to authorize, from time to time, the issuance of shares of the Common Stock of the Corporation, of no par value for such consideration as the Board of Directors may deem advisable, provided that when the consideration is other than money, the Board of Directors shall state by resolution its opinion of the actual value thereof. The Board of Directors shall have full power and authority to determine, from time to time, what part of the consideration received upon the issue of Common Stock, without par value, shall constitute capital and what part surplus. Following the organizational meeting of the Board of Directors and the issuance of stock, such authority shall be in the Stockholders.

(b) Agreements may be entered into by any Stockholder or Stockholders giving to the Corporation or to any other Stockholder

or Stockholders an option to purchase the stockholdings of such Stockholder or Stockholders, and binding such Stockholder or Stockholders, his or their heirs, executors, administrators and assigns, and the shares of stock of such person or persons shall, thereupon, be subject to such agreement and transferable only upon proof of compliance therewith; provided, however, such agreement be filed with the Corporation, and reference thereto be placed upon the Certificates of Stock.

(c) The Board of Directors shall have the initial power, and after the organizational meeting and the issuance of stock, the Stockholders shall have the power to fix, determine and vary the amount of working capital of the Corporation and to determine what part of the surplus and retained earnings of the Corporation, if any, or of the net profits of the Corporation, if any, shall be declared as dividends and paid in cash, in kind or in any combination thereof, to the Stockholders.

NINTH: 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of April, 1991, and I acknowledge the same to be my act.

WITNESS:

Sonya E. Eckert

LEROY M. ECKERT (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 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: Lawrence T. Cokert

MAIL TO ADDRESS: 5 Quinper Ct
Apt 3B
Pikesville, Md
21208

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: RM

274

ARTICLES OF INCORPORATION
OF
ECKERT-GLOBAL ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 16, 1991 AT 11:08 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	$

D3213949

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 SEP 24 1991

RETURN TO:
LAWRENCE T. ECKERT
5 QUIMPER CT., APT. 3B
PIKESVILLE MD 21208

216C3040566

A 357842

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.

3330 0110

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

04-17-91 at 8:24

1991 APR 17 A 8:24

ARTICLES OF INCORPORATION

OF

DESIGNERS HAIR STUDIO, INC.

THIS IS TO CERTIFY:

FIRST: That John H. Urner, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Designers Hair Studio, Inc.

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

A. To own, maintain, conduct and operate a beauty salon and cosmotology business and to buy, sell, own, operate, maintain and deal in such personal property, supplies and services and to engage in such other activities as are incidental to or connected with the operation of such a business.

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

FOURTH: The post office address of the principal office of the corporation in this State is 60 Belview Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Susan Hafer whose address is 60 Belview Avenue, 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 One Hundred Thousand (100,000) shares of common stock, having a par value of One Dollar ($1.00) for an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The Corporation shall have three (3) Directors and they shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The Directors are as follows: Susan E. Hafer, Melissa A. Hewitt, and Joseph L. Hewitt.

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 provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, John H. Urner, have signed these Articles of Incorporation this 15th day of April, 1991.

(SEAL)

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 15th day of April, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: May 23, 1994

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 ____ 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 #106513
22		State Transfer Tax 5-1-91
23		Local Transfer Tax
31	6	1 Corp. Good Standing J.G.
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. Turner, ESQ.

MAIL TO ADDRESS: Turner, Nairn + Barton
207 S. Potomac St.
Hagerstown, Md. 21740

TOTAL FEES 46

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

3327 2121

APPROVED BY: JM.T.

ARTICLES OF INCORPORATION
OF
DESIGNERS HAIR STUDIO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 17, 1991 AT 8:24 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	$

D3207537

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: JOHN H. URNER
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

209C3040143

A 356681

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

2327 2117

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44
280

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
04-24-91 at 8:44 A.M.
1991 APR 24 A 8:44

ARS CONTRACTORS, INC.

ARTICLES OF AMENDMENT

ARS CONTRACTORS, INC., a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

> The post office address of the principal office of the Corporation in this State is 45 West Franklin Street, Hagerstown, MD, 21740. The name and address of the Resident Agent of the Corporation in this State is Andrew Singer, 45 West Franklin Street, Hagerstown, MD, 21740. Said resident is an individual actually residing in this State.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation and the Stockholders, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders and Directors of the Corporation duly approved the herein described amendments.

IN WITNESS WHEREOF, ARS CONTRACTORS, 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 January, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of ARS CONTRACTORS, INC., and under the penalties of perjury, that the matters and facts set forth herein

11148072
3326 2027

with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

Rosie Singer, Secretary

ARS CONTRACTORS, INC.

Andrew Singer, 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

D2787505 ___ 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
- X 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 _____

ATTENTION: _____

MAIL TO ADDRESS: ARS Contractors Inc
45 W. Franklin St
Hagerstown, MD 21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMY

3325 302

ARTICLES OF AMENDMENT
OF
ARS CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 24, 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	$

D2787505

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 SEP 24 1991

RETURN TO:
ARS CONTRACTORS, INC.
45 W. FRANKLIN ST.
HAGERSTOWN MD 21740

206C3041757

A 356669

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

3326 2026

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

FAIRVIEW TESTING SERVICES, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

FIRST: I, Victoria E. Sterling, whose post office address is Route 4, Box 214, 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

FAIRVIEW TESTING SERVICES, 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 own, manage, operate and engage in the business of preforming tests on wells, septic systems for the presence of contaminants and radon, and related services.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 4, Box 214, Hagerstown, Maryland 21740. The name and address of the Resident Agent of

the Corporation is Victoria E. Sterling, Route 4, Box 214, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, 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 is: Victoria E. Sterling.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of April, 1991, and I acknowledge the same to be my act.

Victoria E. Sterling
Victoria E. Sterling

3326 1924

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 18th day of April, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Victoria E. Sterling, and did acknowledge the aforegoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Notarial Seal.

Elizabeth J. Van Swingham
Notary Public

My Commission Expires: April 1, 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 02 Dr 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: Vicki E. Sterling

MAIL TO ADDRESS: Rt. 4, Box 214 Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PCM

3326 1826

ARTICLES OF INCORPORATION
OF
FAIRVIEW TESTING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 25, 1991 AT 8:43 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	$ 20.00	$

D3205721

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:
VICTORIA E. STERLING
ROUTE 4, BOX 214
HAGERSTOWN MD 21740

206C3041720

A 356634

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. 3326 1922

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

R.D. INVESTMENTS, LTD.
ARTICLES OF INCORPORATION

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

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is R.D. Investments, Ltd.

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

(1) To engage in the business of retail sales of alcoholic beverages and related products; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 215 N. Colonial Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is R. Dennis Hollinger, 215 N. Colonial Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

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

R. Dennis Hollinger

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 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.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of April, 1991, and I acknowledge the same to be my voluntary act and deed.

Joanna E. Kennedy
Witness

Roger Schlossberg (SEAL)

290

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 ____ 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: Roger Schlossberg, Esq.

MAIL TO ADDRESS: Schlossberg & DiGerolamo
134 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PM

3325 2454

ARTICLES OF INCORPORATION
OF
R.D. INVESTMENTS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 26, 1991 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	$

D3206703

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 SEP 24 1991

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN: ROGER SCHLOSSBERG, ESQ.
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

207C3041828

A 356839

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.

3326 2450

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
292 Corporation Record Liber 44

APPARATUS REPAIR & ENGINEERING, INC.

ARTICLES OF INCORPORATION

04-29-91 at 8:29

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 82 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

21741

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Apparatus Repair & Engineering, Inc.

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

1. To engage in the repair, maintenance, replacement and service of electrical motors, generators, power transmissions, tools, and all related 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 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 APR 29 A 8:29

11288157

[redacted]

11288156

FOURTH: The post office address of the principal office of the Corporation in Maryland is 90 West Lee Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is E. Kenneth Grove, Jr., 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of common stock which the Corporation has authority to issue is ten thousand (10,000) shares at no par value of common stock.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Denver J. Weigel, Josie R. Weigel, Kevin J. Miller and Tammy Z. Miller.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to

093

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 26th day of April, 1991.

WITNESS:

Linda L Hurst

E Kenneth Grove Jr
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 02 BR 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 _____

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: Linda L. Punt

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

TOTAL FEES 60

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JMT

3337 3148

ARTICLES OF INCORPORATION
OF
APPARATUS REPAIR & ENGINEERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 29, 1991 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:
$ 40.00	$ 20.00	$

D3214277

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 SEP 24 1991

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

216C3040599

A 357869

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.

3337 2144

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

4-29-91 8:35 A.M.

AMENDED ARTICLES OF INCORPORATION
OF
DE LA SARA FOODS, 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 "De La Sara Foods, Inc."

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

(1) To manufacture, market, distribute and sell pizza kits and other prepackaged food products; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 15241 Fairview Road, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Debra L. DeStafeno, 15241 Fairview 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 one hundred thousand (100,000) shares of common stock, with a par value of One ($1.00) Dollars per share.

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

1991 APR 29 A 8:35

11198482 1221 1440

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and have qualified are: Bruce N. DeStafeno and Debra L. DeStafeno.

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.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 25th day of April, 1991, and I acknowledge the same to be my act. I hereby certify that this Amendment was made before the organization meeting of the Board of Directors.

WITNESS:

Debra M. Kline

James W. Stone

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

I HEREBY CERTIFY, That on this 25th day of April, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Amended 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

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

DOCUMENT CODE 10 BUSINESS CODE 03 COUNTY 71

#D3183079 ___ 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: James M. Stone

MAIL TO ADDRESS: Miller
Oliver, Beachley & Stone
28 N. Washington Street
P.O. Box 1269
Hagerstown, Md
21741-1269

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3331 1443

AMENDED ARTICLES OF INCORPORATION
OF
DE LA SARA'S FOODS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 29, 1991 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	$

D3183019

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 W. STONE
MILLER, OLIVER, BEACHLEY & STONE
28 N. WASHINGTON ST.
P. O. BOX 1269
HAGERSTOWN MD 21741 1269

22103041266

A 358519

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.
3331 1439

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
MIKE'S AUTO PARTS OF WAYNESBORO, 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 Mike's Auto Parts of Waynesboro, Inc.

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

(1) To engage in the retail sale and distribution of automotive parts and supplies; 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 1037 St. Clair Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael T. O'Connor, 1037 St. Clair Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one 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: Michael T. O'Connor and Vicki D. O'Connor.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of April, 1991, 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 25th day of April, 1991, 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

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

DOCUMENT CODE 020 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 # 106829
23		Local Transfer Tax 5-6-91
31	6	____ Corp. Good Standing 3
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: James H. Stone

MAIL TO ADDRESS: Miller, Oliver, Brachley + Stone
28 West Washington St.
Hagerstown, Md. 21
126

TOTAL FEES 46

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMI

ARTICLES OF INCORPORATION
OF
MIKE'S AUTO PARTS OF WAYNESBORO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 29, 1991 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	$

D3210432

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, OLIVE, BACHLEY & STONE
ATTN: JAMES W. STONE
28 WEST WASHINGTON ST.
HAGERSTOWN MD 21741 1260

21203040074

A 357324

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

3328 1752

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

JMS Productions Inc.

A CLOSE CORPORATION UNDER TITLE 4
ARTICLES OF INCORPORATION

First: The undersigned incorporator whose post office address is J. Michael Sokol, 1242 Ravenwood Heights, Hagerstown, Md 21740 being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

Second: The name of the corporation(which is hereinafter called the Corporation) is
JMS Productions Inc..

Third: The corporation shall be a close corporation as authorized by title 4

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

(1) To conduct the business of Audio, Video, and Film productions, Duplication, recording, consultation etc, while providing computer enhanced special effects and custom commercial footage for resale, as well as educational & historic promotions and productions in addition to the retail sales of related equipment and finished products, all manner of electronic devices, supplies as well as consultation and direct assistance with production values, utilizing custom and commercial equipment in a variety of applications, in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

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

Fifth: The post office address of the principle office of the Corporation in Maryland is 121 E. Baltimore Street, Hagerstown, Washington County,21740. The name and post office address of the resident agent of the Corporation in Maryland is: J. Michael Sokol 1242 Ravenwood Heights Hagerstown, Maryland 21740. Said resident agent is actually residing in the State.

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

Seventh: 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 1 director, whose name is J. Michael Sokol.

Eighth: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Board of Directors and Corporate Officers and stockholders:

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 the 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 the inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

Ninth: Except as may otherwise be provided by the Board of Directors of the Corporation, all holders of any shares of the stock of the Corporation shall have preemptive rights to purchase, subscribe for , or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

Tenth: (1) As used in Article Nine, 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 form 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 that a present or former director or officer unless and until it shall have been determined and authorized in the specific case by either an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

Eleventh: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 4/26/91 day of 1990 and severally acknowledge the same to be my act.

1 JMS

Witness

J. Michael Sokol

3328 0082

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.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 ____

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: ____
JMS Productions Inc
121 E. Baltimore St.
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: J.M.T.

3329 0034

ARTICLES OF INCORPORATION
OF
JMS PRODUCTIONS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 30, 1991 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	$

D3208246

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: NAMED SEP 24 1991
JMS PROUCTIONS INC.
121 E. BALTIMORE STREET
HAGERSTOWN MD 21740

210C3040243

A 357068

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

3329 0031

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

HENSON AVIATION SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Scott L. Schubel, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Henson Aviation Services, Inc.

THIRD: The purpose for which the Corporation is formed is 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 486, Washington County Regional Airport, Hagerstown, Maryland 21741. The name and post office address of the Resident Agent of the Corporation in this state are Roland G. Funk, 100 Donneybrook Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

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

SIXTH: The number of Directors of the Corporation shall be three, which may increase or decrease pursuant to the

By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

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

Roland G. Funk

Richard A. Henson

Francis S. Humphrey

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

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

other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation or construed 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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Corporation of any class now or hereafter authorized or any securities exchangable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of April, 1991 and we acknowledge the same to be my act.

Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 30th day of April before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Scott L. Schubel who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Barbara J. Miner
Notary Public

My Commission Expires:
5-14-94

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 BR 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

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 L. SCHUBEL, ESQ
138 WEST WASHINGTON ST
HAGERSTOWN, MD. 2174

TOTAL FEES 50

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: [illegible]

0330 0155

ARTICLES OF INCORPORATION
OF
HENSON AVIATION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 1, 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	$ 20.00	$

D3214012

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.

SEP 24 1991

RETURN TO:
SCOTT L. SCHUBEL, ESQ.
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

216C3040573

A 357849

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.

3320 0160

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

FAIRWAY MEADOWS HOMEOWNERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That the Subscriber, Thomas M. Poss, whose post office address is 1595 O'Possumtown Pike, Frederick, Maryland 21702, being of full age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a membership corporation without capital stock by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Association"), is the FAIRWAY MEADOWS HOMEOWNERS ASSOCIATION, INC.

THIRD: The principal office of the Association is located at 121 East Baltimore Street, Hagerstown, Maryland 21740.

FOURTH: Thomas M. Poss, whose address is 1595 O'Possumtown Pike, Frederick, Maryland 21702 is hereby designated the resident agent of this Corporation; that the said Thomas M. Poss is of full age, is a citizen of the State of Maryland and actually resides therein.

FIFTH: DEFINITIONS:

The terms "Association", "Common Area", "Declarant", "Lot", "Owner", and "Property" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions Relating to the Fairway Meadows Homeowners Associations, Inc., dated April 29, 1991, and recorded among the Land Records of Washington County, Maryland (the "Declaration").

R. STEPLER, JR.
ORNEY AT LAW
T CHURCH STREET
RICK, MD 21701
01 662-6304

SIXTH: PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the residential lots, common areas and pumping station areas within that certain tract of property generally described as Fairway Meadows subdivision in Election District #10, Washington County, Maryland; and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court for Washington County, Maryland, as may be amended from time to time;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

H RD R. STEPLER, JR.
TORNEY AT LAW
EST CHURCH STREET
DERICK, MD 21701
301 662-6304

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) Exercise any and all powers, rights and privileges that a corporation organized under the Non-Stock Corporation Law of the State of Maryland may now or hereafter have or exercise.

SEVENTH: MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The aforegoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

EIGHTH: VOTING RIGHTS

The Association shall have two classes of voting membership:

D R. STEPLER, JR.
ORNEY AT LAW
ST CHURCH STREET
ERICK, MD 21701
01 662-6904

Class A: Class A members shall be all owners with the exception of the Declarant and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events:

(a) December 31, 2000

(b) The filing of a Declaration among the Land Records of Washington County by the Declarant relinquishing Class B membership.

NINTH: BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board not less than three nor more than nine Directors, who need not be members of the Association. The Association shall have three directors who shall be Thomas M. Poss, Thomas W. Poss and Howard R. Stepler, Jr., who shall serve as such until the first annual meeting of the Association or until their successors are elected and qualified.

TENTH: DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for

ARD R. STEPLER, JR.
TTORNEY AT LAW
VEST CHURCH STREET
DERICK, MD 21701
301 662-6304

purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ELEVENTH: DURATION

The Corporation shall exist perpetually.

TWELFTH: AMENDMENTS

Amendments of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XII to the contrary notwithstanding, the Declarant shall have the absolute unilateral right, power, and authority to modify, revise, amend, or change any of the terms or provisions of these Articles of Incorporation all as from time to time amended or supplemented. However, this unilataral right, power, and authority of the Declarant may be exercised if and only if the Veterans Administration (VA), the Federal Housing Administration (FHA), the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), or the Government National Mortgage Assocation (Ginnie Mae) or any successor agencies or entities thereto or any agencies or entities providing similar programs shall require such action as a condition precedent to the approval by such agency or entity of the Property or any part thereof or any Lot thereon for approved mortgage financing purposes under applicable VA, FHA, Freddie Mac, Fannie Mae, Ginnie Mae, or similar programs. If the VA or the FHA or any successor agencies thereto approve the

D R. STEPLER, JR.
ORNEY AT LAW
ST CHURCH STREET
ERICK, MD 21701
01 662-6304

Property or any part thereof or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 29th day of April, 1991.

Thomas M. Poss

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 29th day of April, 1991, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally apppeared Thomas M. Poss and severally acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Notary Public
Cynthia A. Geisbert

My Commission Expires: October 1, 1992

The Corporation is not authorized to issue Capital Stock.

H RD R. STEPLER, JR.
TORNEY AT LAW
EST CHURCH STREET
DERICK, MD 21701
301 662-6304

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 BN BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
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64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
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54		For. Supplemental Cert.
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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 M. Poss, ESQ.
18 West Church Street
Frederick, MD
21701

TOTAL FEES 70

X Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMJ

3339 0265

ARTICLES OF INCORPORATION
OF
FAIRWAY MEADOWS HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 1, 1991 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	$ 20.00	$

D3208543

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 M. POSS, ESQUIRE
18 W. CHURCH STREET
FREDERICK MD 21701

21C3040273

A 357097

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3328 0258

AT5-060

324 Received for REcord July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

CUETO, CUETO & MEYERS, INC.

ARTICLES OF AMENDMENT

Cueto, Cueto & Meyers, Inc., a Maryland Corporation, having its principal office in Hagerstown, Maryland, hereinafter called the "Corporation," hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended 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 Cueto & Cueto, 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, Cueto, Cueto & Meyers, Inc., causes these presents to be signed in its name and on its behalf by its President and attested by its Secretary on March 23, 1991.

ATTEST:

John A. Cueto
Secretary

CUETO, CUETO & MEYERS, INC.

By: Lynne K. Cueto
Lynne K. Cueto
President

The undersigned, President of Cueto, Cueto & Meyers, Inc., who executed on behalf of said Corporation the 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 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.

Lynne K. Cueto
Lynne K. Cueto
President

STA 'E 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 MB BUSINESS CODE ____ COUNTY 71

D1178987 ____ 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

Name Change (New Name) Cueto & Cueto, Inc

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: Lisa K. Mank

MAIL TO ADDRESS: Giampetro + Trahins ESQ.
920 Providence Rd.
Ste. 407
Towson, Md. 21204

TOTAL FEES 28

✓ Check ____ Cash NOTE: 3329 130

____ Documents on ____ checks

APPROVED BY: SMF

ARTICLES OF AMENDMENT
OF
CUETO, CUETO & MEYERS, INC.
CHANGING ITS NAME TO:
CUETO & CUETO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 2, 1991 AT 8:43 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	$

D1178987

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 SEP 24 1991

RETURN TO:
LISA K. MANIK
GIAMPETRO & TRALINS
920 PROVIDENCE ROAD
STE. 407
TOWSON MD 21204

21C3040473

A 357271

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.

3328 1298

Received for REcord July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

Jim Snyder Exterminating, Inc.

(previous) 2647 VIRGINIA AVENUE WILLIAMSPORT, MARYLAND 21795
(new) 416 S. Conococheague St. (301) 582-4282

MEETING OF THE BOARD OF DIRECTORS OF

JIM SNYDER EXTERMINATING, INC.

A special meeting of the Board of Directors of Jim Snyder Exterminating, Inc., a corporation orgainzed in Maryland, on February 1, 1980, dully approved a resolution as follows:

RESOLVED: That the principal office of the corporation is changed to 416 S. Conococheague Street, Williamsport, Maryland 21795.

I, James E. Snyder, President, certify under the penalties of perjury that to the best of my knowledge, information and belief of the foregoing resolution is true in all material respects.

James E. Snyder
James E. Snyder, President

Donna M. Snyder, VP
Donna M. Snyder, Vice-President

03/05/91
Date

Merrit J. Fortin
Witness

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
May 5, 1991 at 3:29 P.m.

1991 MAY -3 P 2:29

1991 APR 29 P 3:29

11268095

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 70 BUSINESS CODE _____ COUNTY 71

D1107861 ___ 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: Jim Snyder Exterminating
416 S Conococheague St
Williamsport, MD
21795

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF PRINCIPAL OFFICE
OF
JIM SNYDER EXTERMINATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 3, 1991 AT 3:29 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	$

D1107861

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 SEP 24 1991

RETURN TO:
JIM SNYDER EXTERMINATING
416 S. CONCOCCHEQUE ST.
WILLIAMSPORT MD 21795

217C3040716

A 357996

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

3330 1122

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

RESERVED

Tri-State Energy Corporation 5/6/91 8:30 A

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, James R. Elliott, whose post office address is 118 Hollywood Road, Hagerstown, MD 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Tri-State Energy Corporation. The Corporation elects, pursuant to the Corporations and Associations Article, Annotated Code of Maryland, §4-201, to be a close corporation.

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

(1) To engage in the business of sales and installation of heating, air-conditioning and refrigeration systems; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation is 118 Hollywood Road, Hagerstown, MD 21740. The name and address of the Resident Agent of the Corporation in this State is James R. Elliott, 118 Hollywood Road, 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 One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall initially be two (2), which number may be increased or decreased pursuant to Article 4-201, et seq., Corporations and Associations Article, Annotated Code of Maryland as from time to time amended and 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: James R. Elliott and Scott M. Powell.

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.

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 3rd day of May, 1991, and I acknowledge the same to be my voluntary act and deed.

Witness

James R. Elliott (SEAL)
James R. Elliott

3329 2261

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	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: R. DAVID PEMBROKE, ESQ.
635 OAK HILL AVE
HAGERSTOWN, MD. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

(RESERVED)

ARTICLES OF INCORPORATION
OF
TRI-STATE ENERGY CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
MAY 6, 1991 8:30 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:
70.00
$

RECORDING FEE PAID:
20.00
$

SPECIAL FEE PAID:
$

D3213006

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 SEP 24 1991

RETURN TO:
R. DAVID PEMBROKE, ESQ.
635 OAK MILL AVE.
HAGERSTOWN MD 21740

21503040415

A 357707

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

3339 3259

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

of

Potomac Heights PTA, Inc.
(Name of Association)

APPROVED FOR RECORD 5/6/91 at 9:25 .m.

FIRST: We, the undersigned, whose post office address is 301 E. Magnolia Hagerstown, MD 21740
(P.O. Box addresses unacceptable)
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

Potomac Heights PTA, Inc.

THIRD: 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 the corresponding provisions of any future United States Internal Revenue Law).

3.1 To promote the welfare of children and youth in home, school, community, and place of worship.
3.2 To raise the standards of home life.
3.3 To secure adequate laws for the care and protection of children and youth.
3.4 To bring into closer relation the home and school, that parents and teachers may cooperate intelligently in the training of the child.
3.5 To develop between educators and the general public such united efforts as will secure for every child the highest advantages in physical, mental, social and spiritual education.
3.6 To receive gifts, endowments, devices and bequests which shall be used to carry out the purposes and objectives of this Corporation.
3.7 To carry on any activities necessary to carry out the objectives and purposes of this Corporation.

FOURTH: The management of this Corporation shall be vested in a Board of Directors; the number of directors, qualifications, term of office, manner of election, time and place of meetings, and powers and duties shall be prescribed by the bylaws of the Corporation.

4.1 A director may be removed from office by a two-thirds vote of the membership present at a regularly scheduled meeting or a meeting called for such purpose.
4.2 The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on the members of the Corporation are granted subject to this reservation.
4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any further 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 (or corresponding provisions of any future United States Internal Revenue Law).

FIFTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County/City in which the principle office of the Corporation is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated [illegible] a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SIXTH: The post office address of the principle office of the Corporation in Maryland is

301 E. Magnolia Hagerstown Md Washington County 21740
(insert the street, number, city, county and zip code of the school)

The name and the post office address of the resident agent of the Corporation in Maryland is the Maryland Congress of Parents and Teachers, Inc., 13 South Carrollton Avenue, Baltimore, Maryland 21223.

SEVENTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

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 members.

8.1 Pursuant to the bylaws of the Corporation, the Maryland Congress of Parents and Teachers, Inc. and the Nati[redacted]

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The initial Board of Directors shall be composed of at least three (3) members. The name and address of persons who are to serve as the initial Directors and Incorporators of this Corporation are listed below. If the PTA/PTSA Unit is already in existence, the current officers may act as Directors and Incorporators, and are listed below.

11268429

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

Colleen N. Smith (Type or print name under each signature) Colleen H. Smith	39 Laurel St. Hagerstown Md 21740 (Address)
Carol Tesla (Type or print name under each signature) Carol Tesla	1019 View St. Hagerstown Md 21740 (Address)
Theresa L. Williamson (Type or print name under each signature) Theresa L. Williamson	1724 Cathedral Ave. Hagerstown, Md 21740 (Address)

DATED THIS 2 th DAY OF November, 19 90

CONSENT TO APPOINT AS REGISTERED AGENT

I, the Maryland Congress of Parents and Teachers, Inc., hereby consent to serve as registered agent, in the State of Maryland, for the Corporation herein named. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of Assessments and Taxation, State of Maryland, of any change in the registered office address of the Corporation for which I am agent.

12/18/90 (Date) — Edwina S. Dees (Signature of Registered Agent), State 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 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
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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: _____

MAIL TO ADDRESS:
Potomac Heights
301 E. Magnolia
Hagerstown, Md 21740

TOTAL FEES _____

40 Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: A

3331 0877

ARTICLES OF INCORPORATION
OF
POTOMAC HEIGHTS PTA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OE ASSESSMENTS AND TAXATION OF MARYLAND MAY 6, 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	$

D3217809

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 JUL 2 - 1991

RETURN TO:
POTOMAC HEIGHTS
301 E. MAGNOLIA
HAGERSTOWN MD 21740

22103041158

A 358428

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3331 0875

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

1991 MAY -7 A 8:45

KATIE - ALAN PRODUCTIONS, INC.
A CLOSE CORPORATION UNDER TITLE 4
ARTICLES OF INCORPORATION

FIRST: The undersigned, Rick L. Hemphill, whose post office address is 1102 Security Road,Hagerstown, Maryland 21740, & J.Michael Sokol whose post office address is 1242 Ravenwood drive, Hagerstown, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Katie-Alan Productions, Inc.

THIRD: The corporation shall be a close corporation as authorized by TITLE 4.

FOURTH: The purposes for which the Corporation is formed are:
(1) To conduct a business providing instructional & educational Video productions, for the public,private, home and educational markets,video & audio production & graphical computer aided fx , in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(2) To do anything permitted by Section 2-10 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 1102 Security Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Rick L. Hemphill, 1102 Security Road, Hagerstown, Maryland 21740. Said Resident Agent is actually residing in the State.

SIXTH: 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 $1.00 per share, all of one class and having an aggregate par value of $100,000.00.

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 two (2) directors whose names are Rick L. Hemphill and J. Michael Sokol.

EIGHTH: The following provisions are hereby adopted for the puposes 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 not 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 enumberation and definition of a particular power of the Board of directors included in the foregoing shall in no way be limited or restricted by the 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 the inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: Except as may otherwise be provided by the Board of directors fo the Corporation, all holders of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-41 of the Corporations and Associations Article of the Annotated code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

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

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation the 4th day of April, 1991, and We acknowledge the same to be our act.

WITNESS:

Richard S Stanley — Ricki L. Hemphill

Richard S Stanley — J. Michael Sokol

3330 0371

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 ___ 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: RICK L. HEMPHILL
1102 SCENIC ROAD
HAGERSTOWN, MD. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

3330 037

ARTICLES OF INCORPORATION
OF
KATIE-ALAN PRODUCTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 7, 1991 AT 8:43 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	$ 20.00	$

D3214434

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 24 1991

RETURN TO:
RICK L. HEMPHILL
1102 SECURITY RD.
HAGERSTOWN MD 21740

216C3040615

A 357885

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. 3330 0369

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

SUBWAY SEAFOOD RESTAURANT, INC.

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

FIRST: I, James W. Stone, whose post office address is 28 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 Subway Seafood Restaurant, 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, own and operate a restaurant, bar and lounge business, including without limitation the sale of alcoholic beverages on and off the premises and the sale of tobacco products;

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

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

FIFTH: The post office address of the principal office of the Corporation in this State is 301 South Burhans Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William C. Shaffer, 301 South Burhans Boulevard, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, with a par value of One ($1.00) Dollar per share.

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

The names of the Directors who shall act until the election to have no Board of Directors becomes effective, are: William C. Shaffer and Walter E. Monninger.

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 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of May, 1991, 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 3rd day of May, 1991, 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

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

DOCUMENT CODE 02A BUSINESS CODE 03 COUNTY 71

_____ ___ P.A. ___ Religious X Close X 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: James W. Stone

MAIL TO ADDRESS: Miller Oliver Beachley & Stone
28 W. Washington St.
P.O. Box 1269
Hagerstown, MD
21741-1269

TOTAL FEES 40

X Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMT

ARTICLES OF INCORPORATION
OF
SUBWAY SEAFOOD RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 8, 1991 AT 8:43 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	$ 20.00	$

D3212792

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, BEACHLEY & STONE
JAMES W. STONE
28 W. WASHINGTON STREET
P. O. BOX 1269
HAGERSTOWN MD 21741 1269

214C3040310

A 357532

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

7329 0971

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

TRI STATE FARM AUTOMATION & CONCRETE, INC.

ARTICLES OF AMENDMENT 5-8-91 10:26a

TRI STATE FARM AUTOMATION & CONCRETE, INC., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The charter of the Corporation hereby is amended by deleting Article SECOND in its entirety, and substituting the following in lieu thereof:

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

TRI STATE FARM AUTOMATION, INC.

SECOND: By unanimous written consent, 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 of the Board of Directors of the Corporation duly adopted as of the 1st day of May, 1991, a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for approval to the sole Stockholder of the Corporation.

On the 1st day of May, 1991, the foregoing amendment was approved by written consent of the sole Stockholder of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, TRI STATE FARM AUTOMATION & CONCRETE, INC. has caused these presents to be signed in its name and on its behalf by its

President and its corporate seal to be affixed hereunder and attested by its Secretary on this 1st day of May, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of TRI STATE FARM AUTOMATION & CONCRETE, 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:

Velma Poffenberger
Secretary

TRISTATE FARM AUTOMATION & CONCRETE, INC.

By: Gerald Poffenberger
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 9A MA BUSINESS CODE _____ COUNTY 11

D0730911 ____ 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) Tri State Farm Automation, 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: Tri-State Farm Automation, Inc. Rt 9, Whitehall Rd Hagerstown Md 21740

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: gro

3331 1685

ARTICLES OF AMENDMENT
OF
TRI STATE FARM AUTOMATION & CONCRETE, INC.
CHANGING ITS NAME TO:
TRI STATE FARM AUTOMATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 8, 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:
$	$ 20.00	$

D0730911

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:
TRI-STATE FARM AUTOMATION, INC.
RT. 9, WHITEHALL RD.
HAGERSTOWN MD 21740

22103041310

A 358561

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. 2331 1685

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

AMENDED ARTICLES OF INCORPORATION

OF

LARGEST SECURITY SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Lawrence M. Garten, the incorporator for Largest Security Systems, Inc., whose post office address is 36 South Charles Street, Suite 2300, Baltimore, Maryland 21201, does hereby amend the Articles of Incorporation of the Corporation under and by virtue of Section 2-603 of the Corporations and Associations Article of the Annotated Code of Maryland and the General Laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is: Largest Security Systems, Inc.

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

A. To provide, install, manufacture and sell security, energy, telephone, vacuum and satelite systems of every nature and kind including associated electrical products and services.

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

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

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

E. To purchase, lease or otherwise acquire, all or any part of the property rights, business contracts, good will, franchises, and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on, in whole or in part, any of the aforesaid 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, good will, franchises, or assets by the issue, in accordance with the laws of the State of Maryland, of stocks, bonds, or other securities of the Corporation or otherwise.

F. To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which might be used for any one of the purposes of the Corporation; and to use, exercise, develop, grant, license in respect of, sell, and otherwise turn to account, the same.

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

owner or holder of 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 distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

I. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole, or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

J. To carry on any of the business, hereinbefore enumerated, for itself, or for any 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.

K. To carry out aii or any part of the aforesaid purposes, and to conduct its business in ail or any of its branches in any or aii states, territories, districts, coionies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or aii states, territories, districts, coionies, 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 iaw, and is not intended, by the mention of any particuiar purpose, object or business, in any manner to iimit or restrict the generaiity 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 is subject in aii particuiars to the limitations reiative to corporations which are contained in the generai iaws of this State.

FOURTH: The foiiowing provisions are hereby adopted for the purposes of defining, iimiting and reguiating the powers of the Corporation and of the directors and stockhoiders:

A. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par vaiue of any class, for such considerations as said Board of Directors may deem advisabie, irrespective of the vaiue or amount of such consideration, but subject to such iimitations and restrictions, if any, as may be set forth in the By-iaws of the Corporation.

B. (1) The liability of the directors and the officers of the Corporation to the Corporation or its stockholders for money damages shall be limited to the maximum extent that liability of directors and officers of a Maryland corporation is permitted to be limited by Maryland law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer and shall apply at the time of any proceeding in which liability is asserted.

(2) To the maximum extent permitted by Maryland law, the Corporation, by duly adopted by-law or by resolution of its Board of Directors: (i) shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacity, (ii) shall indemnify its currently acting and its former officers to the fullest extent that indemnification is provided to directors, and (iii) may indemnify, up to the same extent as its directors and officers, its employees and agents and persons who serve and have served at its request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation may advance expenses to its directors, officers, and the other persons referred to above to the extent permitted by Maryland law. The Board of Directors may by by-law, resolution, or agreement make further provision for indemnification of directors, officers, employees, and agents to the extent permitted by Maryland law.

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 the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its

discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

D. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms shall be valid, unless such change of terms shall have been authorized by the holders of a majority of all such stock, at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting unless a larger vote be provided for hereafter.

E. Except as may otherwise be provided by the Board of Directors, no holders of stock of the Corporation, of whatever class, shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class, now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares which the Board of Directors may determine to offer for subscription to any holder or non-holder of stock as said Board of Directors shall determine to the exclusion of the holders of any or all other classes at the time existing.

F. Any action to be taken or authorized by stockholders which would otherwise require the affirmative vote of the holders of a greater proportion of the shares of the Corporation, shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon except as otherwise provided in this Charter or restricted by law.

G. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, and limitations as to dividends, or terms or conditions of redemption.

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 or franchises, in whole or in part, of other corporations or unincorporated business entities.

FIFTH: The post office address of the principal office of the Corporation in this state is: Route 5, P. O. Box 16D, Hagerstown, Maryland 20705. The Resident Agent of the Corporation is: Timothy L. Matthews whose post office address is: Route 5, P. O. Box 16D, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars.

SEVENTH: The number of directors of the Corporation shall initially be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three stockholders, the number of

directors may be less than three, but not less than the number of stockholders, and the name of the directors who shall act until the first meeting or until their successors are duly chosen and qualified, are: Timothy L. Matthews and Eric M. Quartucci.

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

May 7, 1991

WITNESS:

Katherine E. Menzel

Lawrence M. Garten

Lawrence M. Garten

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 108 BUSINESS CODE _____ COUNTY 71

#D3193083 ___ 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 020

ATTENTION: Lawrence M. D. Garten, Esq.

MAIL TO ADDRESS: _____

TOTAL FEES 20

X Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMH

3331 15

358

AMENDED ARTICLES OF INCORPORATION
OF
LARGEST SECURITY SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 8, 1991 AT 10:39 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	$

D3193083

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.

NAMED SEP 24 1991

RETURN TO:
FEDDER & GARTEN
PROFESSIONAL ASSOCIATION
36 S. CHARLES STREET, STE. 2300
BALTIMORE MD 21201

22103041280

A 358533

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. 2221 1516

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

5/10/91 11:39

THE OUTLAND CORPORATION

ARTICLES OF INCORPORATION

Including election to be a Close Corporation

FIRST: I, Daniel M. Hoover, whose post office address is 2309 Keener Road, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

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

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

(1) To engage in the electrical contracting business and in the chimney restoration business; and to engage in any other lawful purpose and business

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 416 Salem Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Daniel M. Hoover, 2309 Keener Road, 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 thousand (1,000) shares of a par value of One Hundred Dollars ($100.00), 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: 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 chosen and qualified are: Daniel M. Hoover, (President), Tammy J. Hoover, (Secretary/Treasurer).

The Board of Directors has determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed $100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the Corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

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 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 incon-

sistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of April, 1991, and I acknowledge the same to be my act.

WITNESS:

Daniel M. Hoover (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on the 24th day of April, 1991, before me, a Notary Public of the State of Maryland, personally appeared Daniel M. Hoover, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
5-1-94

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
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21		Recordation Tax
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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: _____

MAIL TO ADDRESS: Daniel Hoover
2309 Keener Rd
Hagerstown, Md 21740

TOTAL FEES _____

70 Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

3330 0755

ARTICLES OF INCORPORATION
OF
THE OUTLAND CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 10, 1991 AT 11:39 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	$

D3214723

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 SEP 24 1991

RETURN TO:
DANIEL HOOVER
2309 KEENER RD.
HAGERSTOWN MD 21740

217C3040644

A 357944

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3330 0750

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

HARTMAN HEATING & AIR CONDITIONING, INC.
A CLOSE CORPORATION
ARTICLES OF INCORPORATION

5-13-91 8:48a

FIRST: I, the undersigned, Kenneth Eugene Hartman, Jr., whose address is Route 3, Box 332, Smithsburg, MD 21783, do hereby state my 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 hereafter called the Corporation) is

HARTMAN HEATING & AIR CONDITIONING, 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 and the businesses or objects to be carried on by it are as follows:

1. To install and service heating, ventilation, and air conditioning systems into new and existing residential and/or commercial structures.

2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class description.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 332, Smithsburg, Maryland 21783. The name and address of the resident agent of the Corporation in this State is Kenneth Eugene Hartman, Jr., Route 3, Box 332, Smithsburg, Maryland 21783. Said resident agent is a citizen of this State and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the by-laws of the Corporation. The name of the Director who shall act until the first annual meeting of stockholders or until his successor is chosen and fully-qualified is Kenneth Eugene Hartman, Jr.

8:48 MAY 13 1991

3331 0883
11338453

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 8th day of May, 1991.

WITNESS:

Russ Robinson

Kenneth Eugene Hartman, Jr. (SEAL)
Kenneth Eugene Hartman, Jr.

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

I HEREBY CERTIFY, That on this 8th day of May, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth Eugene Hartman, Jr., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within and aforegoing Articles of Incorporation, and he severally acknowledged the signing of the aforegoing Articles of Incorporation to be his voluntary act.

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

J. RUSSELL ROBINSON
Notary Public
Washington County
Maryland

Russ Robinson
Notary Public

My Commission Expires:
1-14-95

Mail To: J. Russell Robinson, III
152 West Washington Street
Hagerstown, MD 21740

3331 0884

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
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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: _____

MAIL TO ADDRESS: Russ Robinson III
152 N. Wash. St.
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

3331 089

APPROVED BY: RO

ARTICLES OF INCORPORATION
OF
HARTMAN HEATING & AIR CONDITIONING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 13, 1991 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	$

D3217825

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 JUL 24 1991

RETURN TO:
RUSS ROBINSON, III
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

22103041160

A 358430

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

3331 0982

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

FLOOK'S EXCAVATING, INCORPORATED

I, **John Edwin Flook**, of 21373 Mt. Lena Road, Boonsboro, Washington County, Maryland 21713, 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.

FIRST: The name of the corporation shall be **Flook's Excavating, Incorporated** (hereinafter referred to as "the Corporation").

SECOND: The purposes for which the Corporation is formed are: to engage in excavation and groundwork and other activities; 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 21373 Mt. Lena Road, Boonsboro, Washington County, Maryland 21713.

FOURTH: The Resident Agent of the Corporation shall be Gloria Jean Flook, whose address is 21373 Mt. Lena Road,

Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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: John Edwin Flook, whose address is 21373 Mt. Lena Road, Boonsboro, Maryland 21713; and Gloria Jean Flook, whose address is 21373 Mt. Lena Road, Boonsboro, Maryland 21713.

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 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 29th day of April, 1991, and I acknowledge the same to be my true and voluntary act and deed.

WITNESS:

April L. Shull

John Edwin Flook
John Edwin Flook

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

I HEREBY CERTIFY that on this 29th day of April, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared **John Edwin Flook**, who signed the aforegoing Articles of Incorporation of Flook's Excavating, Incorporated, and acknowledged the same to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

April L. Shull
Notary Public

My Commission Expires:
11/4/91

372

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 Jmo. 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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85		Termination of Limited Partnership
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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: Matthew C. Leefer, Esq

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

TOTAL FEES 40

____ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3330 1005

ARTICLES OF INCORPORATION
OF
FLOOK'S EXCAVATING, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 13, 1991 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	$

D3215233

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, ESQ.
333 NORTH MAIN ST.
P.O. BOX 171
BOONSBORO MD 21713

217C3040695

A 357977

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

3330 1002

AT5-060

374 Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned Penny Kay Hoeflinger

whose address is P.O. Drawer H, Keyser, WV 26726

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

SECOND: The name of the corporation is The Woman's Center, Inc.

THIRD: The purposes for which the corporation is formed are as follows: We are an outreach center dealing with womens issues such as eating disorder and alcohol.

FOURTH: The post office address of the principal office of the corporation in Maryland is

1704 Oak Hill Avenue

Hagerstown, MD 21740

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

Patsy J. Henson

Rt. 4, Box 99A, Hagerstown, MD 21740

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

SEVENTH: The number of directors of the corporation shall be 11 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are elected and qualified is/are Earmon Shifflett (Chairman)

EIGHTH: We are non-profit 5013C

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

RETURN TO:

The Woman's Center
1704 Oak Hill Avenue
Hagerstown, MD 21740

SIGNATURE(S)

Penny Kay Hoeflinger

AT5-115

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

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

(See form on reverse side.)

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

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

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

FIRST: Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND: Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD: Give a one or two sentence description of the business of the corporation.

FOURTH: Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

FIFTH: This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip c[illegible] The address must be in Maryland and cannot be a post office box. A corporation cannot [illegible] its own resident agent.

SIXTH: None

SEVENTH: Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

EIGHTH: Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

RETURN TO: State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is $40.00.

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

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02/pu 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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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: ~~Bonnie~~ Earmon Skifflett

MAIL TO ADDRESS: The Woman's Center
1704 Oak Hill Avenue
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JMT

3330 0957

ARTICLES OF INCORPORATION
OF
THE WOMAN'S CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 13, 1991 AT 9:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3215142

TO THE CLERK OF THE COURT OE WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 24 1991

RETURN TO:
THE WOMEN'S CENTER
ATTN: EARMON SHIFFLETT
1704 OAK HILL AVE.
HAGERSTOWN MD 21740

217C3040686

A 357968

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3330 0955
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
378 Corporation Record Liber 44

Fee $30

STATE OF MARYLAND

ARTICLES OF REVIVAL

5-14-91 900a

FOR

La Societe Des 40 Hommes Et 8 Chevaux, Voiture 651, Incorporated

~~"La Societe des 40/Hommes et 8/ Chevaux, Voiture 65I, Incorporated~~

(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 ~~La Societe Des 40 Hommes Et 8 Chevaux, Voiture 651, Incorporated~~

~~"la Societe des 40/Hommes et 8/Chevaux, Voiture 65I, Incorporated"~~.

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

~~Same as above~~

La Societe Des 40 Hommes Et 8 Chevaux, Voiture 651, Incorporated.

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

~~Morris Frock American Legion Post 42, Northern Avenue, Hagerstown, Md. 21740~~

Morris Frock Post 42, The American Legion, P.O. Box 2125, Hagerstown, Md. 21742

FOURTH: The name and address of the resident agent is

Elfwin V. Williams
Route 2, Box 208
Hagerstown, Md 21740

11348244

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.

7331 2815

(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.

Robert K Brechlin Jr.
Last Acting President/Vice President

Edwin T. Williams
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

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Chef de Gare Robert K. Brechbiel, Jr. of La Societe Des 40 Hommes Et 8 Chevaux, Voiture 651, Incorporated
(insert name and title) (insert name of corporation)

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

Robert K. Brechbiel Jr.
(print name beneath signature)
Robert K. Brechbiel, Jr.

I hereby certify that on 10th day of May 1991 before me the subscriber, a notary public of the State of Maryland, in and for Washington
(insert date) (insert name of county for which notary is appointed)

personally appeared Robert K. Brechbiel, Jr. and made oath under the penalties of perjury that
(insert name 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

Lutherna Angvarsky
(signature of notary public)

My Commission expires April 1, 1995

3331 2817

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 18MA BUSINESS CODE 04 COUNTY 71

D0142786 ___ 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	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

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: RO

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: Voiture No. 651
P.O. Box 2125
Hagerstown Md
21742

NOTE:

3321 2819

THE ARTICLES OF REVIVAL
OF
LA SOCIETE DES 40 HOMMES ET 8 CHEVAUX, VOITURE 651, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1991 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

D0142786

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:
VOITURE NO. 651
P. O. BOX 2125
HAGERSTOWN MD 21742

222C3041442

A 358683

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

2221 2814

Received for Record July 12, 1991 at 1:30 p.m.
Corporation REcord Liber 44

CERTIFIED COPY
RESOLUTION
OF THE BOARD OF DIRECTORS
OF
A-1 TRUCK PAINTING, INC.

CHANGE OF ADDRESS OF PRINCIPAL OFFICE OF THE CORPORATION

CHANGE OF NAME AND ADDRESS OF RESIDENT AGENT
OF THE CORPORATION

A-1 Truck Painting, Inc., a corporation duly organized under the laws of the State of Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (hereinafter referred to as the "Department") as follows:

FIRST: The following is a true and correct copy of a resolution duly approved and adopted by the Board of Directors of the Corporation:

> RESOLVED, that the principal office of the Corporation in this State is 100 Stotler Road, Hagerstown, Maryland 21740.
>
> RESOLVED, that the name and post office address of the Resident Agent of the Corporation in this State is: Senta R. Leisinger, 100 Stotler Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: On April 15, 1991, by written informal action taken pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation unanimously approved and adopted the foregoing resolution.

I, Crystal E. Myers, Secretary of A-1 Truck Painting, Inc., a corporation existing under the laws of the State of Maryland, do hereby certify that the foregoing is a true copy of a resolution duly approved and adopted by the Board of Directors of the Corporation.

Crystal E. Myers, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1991 MAY 14 A 10:42

11348196

APPROVED FOR PAYMENT
May 14, 1991 at 10:42 A.m.

3331 1634

384

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 79 BUSINESS CODE _____ COUNTY 71

#D1842004 ___ 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: _____
A1 truck
Painting
100 Hotter Rd.
Hagerstown, MD 21740

___1___ Check _____ Cash

NOTE:

___1___ Documents on ___1___ checks

APPROVED BY: RMC

3331 1635

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
A-1 TRUCK PAINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1991 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D1942004

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:
A 1 TRUCK PAINTING
100 STOTLER RD.
HAGERSTOWN MD 21740

22103041296

A 358547

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. 3331 1633

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

Bronka Construction Co., Inc.

136 JONATHAN STREET ■ HAGERSTOWN, MARYLAND 21740 ■ 301-797-6020

The Board of Directors of Bronka Construction Co., Inc., a corporation organized in Maryland on 5 April 1991 duly approved a resolution as follows:

Resolved: That the Resident Agent of the Corporation is changed to Aaron E. Light, Jr., 136 Jonathan Street, Hagerstown, Maryland 21740.

I, Terri L. Light, Secretary certify under penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Terri L. Light
Terri L. Light
Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR ENTRY
May 16, 1991 at 8:51 A.m.

1991 MAY 16 A 8:51

3331 1742

A COMPLETE SERVICE CONTRACTOR

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 70 BUSINESS CODE _____ COUNTY 71

[redacted] D03325 36 ___ 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.
[redacted] 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
[redacted]		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: Bronka Construction
136 Jonathan St.
Hagerstown, MD
21740

TOTAL FEES $10.00

✓ Check ___ Cash

NOTE:

1 Documents on 1 checks

3331 174

APPROVED BY: BJS.

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
BRONKA CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 16, 1991 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	$

D0332536

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 SEP 2 1991

RETURN TO:
BRONKA CONSTRUCTION CO., INC.
136 JONATHAN STREET
HAGERSTOWN MD 21740

22103041326

A 358574

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

3331 1741

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

8.

"COMMUNITY SOLIDARITY OF HAGERSTOWN FOUNDATION, INC."

ARTICLES OF INCORPORATION

FIRST: I, Arland Preston, whose post office address is 56 Broadway, 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 referred to as the "Corporation") is **Community Solidarity of Hagerstown Foundation, Inc.**

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

(a) To maintain a halfway house for recovering alcoholic and/or narcotic addicted males known as "Jonathan House.

(b) To educate the public concerning drug and alcohol abuse, and assist those in need of drug and alcohol treatment and rehabilitation.

(c) The corporation is organized exlusively for educations 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, all 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 to 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 persons or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of

Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code 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 coporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to execise any, all and every power for which a non-profit corporation organized under the applicable provision of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 activites of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles,

the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Arland Preston, Jonathan House, 144-148 North Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Arland Preston, 56 Broadway, 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 no more than ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or

until their successors are duly chosen and qualified are: Arland Preston, Rev. Nathan Bell, and Rev. Walton Boyd.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impractible 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 Corporaiton, provided the same be not inconsistent with these Articles of Incorporation no contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no

substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is inteded 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 Serction 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) on 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 correspondng provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of May 1991, and I acknowledge same to be my act.

Arland Preston

Arland Preston

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 X 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	13	/ Certified Copy 7p
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
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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 53

X Check ___ Cash

___ Documents on ___ checks

APPROVED BY: SMP

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. Kennedy Boone, III

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

NOTE: Copy made

3331 1039

ARTICLES OF INCORPORATION
OF
COMMUNITY SOLIDARITY OF HAGERSTOWN FOUNDATION,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 16, 1991 AT 11:20 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	$

D3218070

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 ... 24 1991

RETURN TO:
WACHS, BOONE AND SCHUBEL, P.A.
ATTN: W. KENNEDY BOONE, III
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

22103041195

A 358448

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3331 1021

AT5-060

398 Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

GOD'S WORD TO THE WORLD
INTERNATIONAL FELLOWSHIP, INC.
Post Office Box 105
Watkins Glen, New York 14891-0105
1-800-562-6186

May 10, 1991

CORPORATE RESOLUTION - ACTION TAKEN IN THE OCTOBER 1st, 1990 CORPORATED BOARD MEETING BY THE BOARD OF DIRECTORS, 1:00 PM

The board of Directors of GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC., a corporation organized in the State of Maryland on 17 October 1983, duly approved a resolution as follows:

RESOLVED: That the Corporate Charter, be amended, as noted in exhibit No. 1A, attached hereto.

I, ROY E. SNYDER certify that under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Roy E. Snyder
ROY E. SNYDER

President, GOD's WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

1-800-562-6186

Lawrence Fleming
LAWRENCE FLEMING, Secretary
GOD's WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

5-20-91 900a

11378194

3331 2795

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

ARTICLES OF AMENDMENT

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC., a Maryland corporation, not-for-profit, having its principal office in Washington County, Maryland (hereafter 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 adding paragraph 2 thereto as written herein TO THE **SIXTH ARTICLE:**

"The corporation shall further, as hereby amended and defined; to include but not limited thereto; Charter of Churches; establish programs to educate the general public in the nature and solutions to the problems of world hunger; develop emergency food warehousing and distribution centers within national networks of both goverment and private donors and suppliers;provide supporting services to established non-profit charities and judiciouslt distributing food supplies and funds for the operations of the same; establish food bank/pantry distribution systems on a world-wide network; establish and operate homeless hot food service operations as may be required."

SECOND: The foregoing amendment was duly advised by the Directors and approved by the members of the religious corporation.

We the undersigned directors who approved the resolution advising the foregoing amendment, acknowledge, in the name and on behalf of the said Corporation, the foregoing amendment to be the corporate act of said Corporation.

ROY E. SNYDER, President

RICHARD S. PALUMBO, V/President

LAWRENCE O. FLEMING, Asst Secretary

JOHN V. RANDI, Director

ANTHONY P. HALL, Director

JOSEPH SHIELDS, Secretary

EXHIBIT NO. 1A

3331 2796

THE UNDERSIGNED, ROY E. SNYDER, President and Chairman of the Board of Directors, of the meeting of the members, certify to the best of knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are in all material respect, under the penalties of perjury.

Roy E. Snyder

ROY E. SNYDER, President and Chairman

SWORN AND SUBSCRIBED TO BEFORE ME, THIS 11 DAY OF MAY 1991

Marjorie Krejcar

Signature
Notary Public or other Authorized

MARJORIE KREJCAR
Notary Public No. 9820591
Chemung County, New York State
Commission Expires February 28, 1993

3331 2797

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

D16238 18 ____ 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: Roy Snyder
P.O. Box 105
Watkins Glen, NY
14891-0105

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: _____

3331 27

ARTICLES OF AMENDMENT
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 20, 1991 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	$

01623818

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 24 1991

RETURN TO:
RPY SNYDER
P. O. BOX 105
WATKINS GLEN NY 14891 0105

222C3041438

A 358679

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

3331 2794

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record LIber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
05-21-91 at 3:00 P.m.

ARTICLES OF REVIVAL

FOR

Corabi International Telemetrics, 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 Corabi International Telemetrics, Inc.

SECOND: The name which the corporation will use after revival is Corabi International Telemetrics, Inc.

THIRD: The address of the principal office in this state is 27 West Longmeadow Road, Hagerstown, MD 21740

FOURTH: The name and address of the resident agent is Beth Newburger 9110 Kittery Lane, Bethesda, MD 20817

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 o[redacted] 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.

11418170

3333 0475

(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.

x Robt. H. Newburger President
Last Acting President/Vice President

x M J Newburger
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

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Beth W. Newburger, President of Corabi International Telemetrics, 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.

Beth W. Newburger
BETH W. NEWBURGER
(PRINT NAME BENEATH SIGNATURE)

Beth W. Newburger

I hereby certify that on March 27, 1991 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
Fairfax County, Virginia personally appeared
(insert name or county for which notary is appointed)
Beth W. Newburger and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Allyson K Jones
(Signature of notary public)

My Commission expires 9/7/91.

3333 0477

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

#D1994805 ___ 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
X 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 _____

ATTENTION: _____

MAIL TO ADDRESS: Corabi Intl Telemetrics Inc. 27 W. Longmeadow Rd Hagerstown, MD. 21740

TOTAL FEES 50

X Check ___ Cash

___ Documents on ___ checks

APPROVED BY: MMA

NOTE: 1989, 1990 and 1991

3333 0478

THE ARTICLES OF REVIVAL
OF
CORABI INTERNATIONAL TELEMETRICS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 21, 1991 AT 3:00 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	$ 30.00

D1994805

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 SEP 24 1991

RETURN TO:
CORABI INTERNATIONAL TELEMETRICS
INC.
27 W. LONGMEADOW ROAD
HAGERSTOWN MD 21740

225C3041791

A 358867

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. 3333 0474

AT5-060

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44
408

ARTICLES OF INCORPORATION

MEC, INC.

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

FIRST: I, Clinton G. Staggers, whose post office address is 1755 Preston 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 MEC, 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 electrical contracting and repair services to businesses and the general public.

(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 1755 Preston Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Clinton G. Staggers, 1755 Preston 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 10,000 shares of stock with a par value of $10.00 per share.

SEVENTH: The Corporation elects to have a Board of Directors.

Until the election to have a Board of Directors becomes effective, there shall be one (1) director, whose name is Clinton G. Staggers.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the 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 5th day of MAY, 1991, and I acknowledge the same to be my act.

WITNESS:

Rebecca L. Bushey

Clinton G. Staggers

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

I HEREBY CERTIFY, That on this 5th day of May, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Clinton G. Staggers and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Donna L. Staggers

My Commission expires:
July 1, 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 02MA BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious X Close X 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: _____
MEC, Inc.
1755 Preston Rd
Hagerstown MD. 21740

TOTAL FEES 40

X Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMS

3333 1247

ARTICLES OF INCORPORATION
OF
MEC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 22, 1991 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	$

D3222031

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:
MEC, INC.
1755 PRESTON RD.
HAGERSTOWN MD 21740

22C3041830

A 359021

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3333 1244

AT5-060

Received for REcord July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

412

1991 MAY 22 A 8:42

JP INDUSTRIES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Jeffrey C. Taylor, whose post office address is 17 W. Jefferson Street, Rockville, Maryland 20850, 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 JP Industries, Inc.

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

1) To install cabinetry and countertops and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the corporation in this State is 10134 Kelly Road, Mt. Pleasant, MD 21793. The name and post office of the Resident Agent of the corporation in this State is John Joseph Purcell, Jr., 10134 Kelly Road, Mt. Pleasant, Maryland 21793. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James Michael Purcell, John Joseph Purcell, Jr. and Jeffrey C. Taylor.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, 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.

EIGHT: Except as may otherwise be provided by the Board of Directors, non holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right so or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHERE, I have signed these Articles so Incorporation this 21st day of May, 1991, and I acknowledge the same to be my act.

Jeffrey C. Taylor

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
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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: Jeffrey C. Taylor

MAIL TO ADDRESS: Jones, Salter and Taylor
12 W. Jefferson Street
Suite 105
Rockville, Md
20850

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3332 1777

ARTICLES OF INCORPORATION
OF
JP INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 22, 1991 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	$

03220936

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 SEP 24 1991

RETURN TO:
TONES, SALTER AND TAYLOR
ATTN: JEFFREY C. TAYLOR
17 W. JEFFERSON ST., STE. 105
ROCKVILLE MD 20850

22403041618

A 358942

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.

3332 1774

AT5-060

Received for REcord July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
RRN, INC.

(A Maryland Close Corporation)

FIRST: I, ROBERT WILLIAM DEMMITT, 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 RRN, INC.

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

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

1. To engage in the business of real estate construction, restoration, improvements and development including, but not limited to, the restoration of existing dwellings and buildings, the building of residential and commercial buildings and land development, the buying and selling of real estate on its account, and any other lawful act.

2. And generally 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 Kemps Mill Road, Route 2, Box 369, Williamsport, Washington County, Maryland 21795. The name of the resident agent is Robert T. Wilson, whose address is 7404

Mountain Laurel Road, Boonsboro, Maryland 21713, and he actually resides thereat.

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, having a par value of One Dollar ($1.00) and of one class.

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 Robert William Demmitt.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c)

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of May, 1991, and I acknowledge the same to be my act.

Robert William Demmitt
ROBERT WILLIAM DEMMITT

STATE OF MARYLAND :
: s.s.
COUNTY OF WASHINGTON :

On this day of May, 1991, before me, the undersigned officer, personally appeared ROBERT WILLIAM DEMMITT, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he has executed the same for the purpose therein contained.

Yolanda Sagg
NOTARY PUBLIC

My Commission Expires:
July 1990

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 72

_____ ___ 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 T. Wilson Esq

MAIL TO ADDRESS: Law Offices of Edward J. Preller 302 Russell Ave. Suite 307 Gaithersburg, Md 20877

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3333 1576

ARTICLES OF INCORPORATION
OF
RRN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1991 AT 9:07 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	$

D3222692

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:
LAW OFFICES OF EDWARD BRUSH
ATTN: ROBERT T. WILSON, ESQ.
702 RUSSELL AVE., STE. 307
GAITHERSBURG MD 20877

226C3041896

A 359072

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.

2333 1572

Received for Record July 12, 1991 at 1:30 p.m.
Corporation Record Liber 44

B&E ASSOCIATES, INC.

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Mark A. Dewire, whose address is 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:

B&E ASSOCIATES, INC.

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) To acquire, develop, own, manage and dispose of real estate.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 100 Robinwood Drive, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Howard B. Bowen, 100 Robinwood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value $.10 per share), amounting in aggregate par value to $10,000. All of such shares are initially classified as "Common Stock". 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.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the

liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this sub-paragraph.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.

(3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof,

including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this sub-paragraph, and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.

(d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

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

(2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

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

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 the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The name of the director who will serve until the first annual meeting and until his successors are elected and qualify are as follows:

Howard B. Bowen

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

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

hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have 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) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(5) 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 or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) 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 charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on May 28, 1991.

Witness:

Helen Sokit

Mark A. Dewire

Mark A. Dewire

689.Z03075B:05/24/91
9284-20

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 Gm 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		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
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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 #105735
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 85

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: Mark DeWire

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

2 Documents on 1 checks ($180.00)

APPROVED BY: J.M.T.

3333 1975

ARTICLES OF INCORPORATION
OF
B&E ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 28, 1991 AT 3:02 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	$ 20.00	$

D3222973

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 SEP 24 1991

RETURN TO:
PIPER & MARBURY
ATTN:MARK DEWIRE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

227C3041978

A 359149

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,

3333 1966

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

APPROVED FOR RECORD
05-17-91 at 8:19 .m.

FIRST: The undersigned Keith L. Boppe,

whose address is 219 Peacock Trail, Hagerstown, Maryland 21740-4447

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

SECOND: The name of the corporation is Cascade REACT 2833 Inc.

THIRD: The purposes for which the corporation is formed are as follows: (1) a non-profit organization providing two-way radio communications for emergency roadside assistance of the general motoring public.(2) providing supplemental two-way radio communications for public safety agencies, public service organizations, governmental agencies and entities, and public functions.

FOURTH: The post office address of the principal office of the corporation in Maryland is 219 Peacock Trail, Hagerstown, Maryland 21740-4447

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Keith L. Boppe, 219 Peacock Trail, Hagerstown, Maryland 21740-4447

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

SEVENTH: The number of directors of the corporation shall be 4 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are

Keith L. Boppe, George Bailey, Phil Williams, Nelson S. Garling Jr.

EIGHTH: Current Maryland Retail Tax Exemption account number- 31113310

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

11518170

RETURN TO:

Keith L. Boppe
219 Peacock Trail
Hagerstown, Maryland 21740-4447

SIGNATURE(S)

Keith L. Boppe KLB

AT5-11S

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

(See form on reverse side.)

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

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

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

FIRST: Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND: Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD: Give a one or two sentence description of the business of the corporation.

FOURTH: Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

FIFTH: This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH: None

SEVENTH: Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

EIGHTH: Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

RETURN TO: State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is $40.00.

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

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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 ✓ 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: Keith L. Bagge
219 Peacock Trail
Hagerstown, MD. 21740-4447

NOTE:

2224 2254

ARTICLES OF INCORPORATION
OF
CASCADE REACT 2833 INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 17, 1991 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	$

D3226222

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 SEP 24 1991

RETURN TO:
KEITH L. BOPPE
219 PEACOCK TRAIL
HAGERSTOWN MD 21740 4447

231C3040187

A 359573

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3334 2252

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

WILSON, INC.

ARTICLES OF AMENDMENT

Wilson, Inc., a Maryland corporation whose principal office is 7945 Georgia Avenue, Silver Spring, Maryland 20910, hereby certifies to the State Department of Assessments and Taxation that its Articles of Incorporation are amended as follows:

FIRST: Delete Articles Third through Eighth inclusive of The Articles of Incorporation of this Corporation and substitute in lieu thereof the following:

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or the Dominion of Canada, or Mexico, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

(1) To engage in the business of selling, leasing, servicing, repairing and storage of new and used automobiles and trucks.

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

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

(4) To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or

thereafter acquired; and to sell, pledge, discount or otherwise dispose of, such bonds, notes or other obligations of the Corporation for its corporate purposes;

(5) The Corporation shall have all the powers which any ordinary business stock corporation organized under the laws of the State of Maryland may possess, without limitation or restriction of any kind, and without limiting the generality of the foregoing, shall have all the powers enumerated in Titles 2 and 3 of the Corporations and Associations Article of the Annotated Code of Maryland, as from time to time amended.

FOURTH: The post office address of the principal office of the Corporation in this State is I-70, Auto Mall, Auto Place, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is L. Wilson Howes, 8006 Ashboro Court, Chevy Chase, Maryland 20815. 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 four hundred thousand (400,000) shares, of the par value of One Dollar ($1.00) per share and having an aggregate par value of Four Hundred Thousand Dollars ($400,000).

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, however, if there is no stock outstanding, the number of directors may be less than three (3) but not less than

one; and if there is stock outstanding and 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 qualify are: L. Wilson Howes, Paul Ritchie and Mary Howes.

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.

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

EIGHTH: (a) The Corporation shall indemnify any person 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 a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding 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, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification shall be against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no

indemnification shall be made in respect of any claim, issue or matter as to which the person has 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 the action or suit was brought, or a court of equity in the county in which the Corporation has its principal office, determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

(c) Indemnification under subsection (a) or (b) (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 subsection (a) or (b). The determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding, (2) if a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the majority vote of a quorum of the stockholders.

(d) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized in the specific case by a preliminary determination following one of the procedures set forth in the

second sentence of subsection (c) that there is a reasonable basis for a belief that the director or officer met the applicable standard of conduct set forth in subsection (a) or (b), upon receipt of an undertaking by or on behalf of the director or officer reasonably assuring that such amount will be repaid unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

(e) Such indemnification provided for in this section shall not be deemed exclusive of any other rights to which such officer or director may be entitled, apart from this section, under the charter, any by-law, agreement, vote of disinterested directors or stockholders, or as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has been caused to be a director or officer and inure to the benefit of the heirs, executors, and administrators of the person.

(f) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the

power to indemnify him against the liability under the provisions of this section.

(g) To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b), 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.

(h) Any adjudication by a court of competent jurisdiction which invalidates any part of this section shall not be deemed to invalidate any other part thereof.

(i) The provisions of this section may not be amended or repealed except by the affirmative vote of the holders of two-thirds (2/3) of the outstanding stock entitled to vote thereon, and no amendment or repeal thereof shall be valid or effective as to any matter occurring prior to such amendment or repeal without the consent of the director or officer concerned.

NINTH: This Corporation may, in the By-Laws, confer powers upon the directors additional to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

TENTH: Unless limited by the By-Laws, the directors shall have the power to hold their meetings either within or without the State of Maryland; and the Corporation may have one or more offices in addition to the principal office in Maryland; and keep its books (subject to the provisions of the statutes)

outside the State of Maryland at such places as may be from time to time designated by the Board.

ELEVENTH: No director shall be disqualified from voting or acting on behalf of the Corporation, in contracting with any other corporation in which he may be a director, officer or stockholder, nor shall any director of the Corporation be disqualified from voting or acting in its behalf by reason of any personal interest.

TWELFTH: The duration of the Corporation shall be perpetual.

SECOND: The total number shares of stock which the Corporation, immediately prior to these Articles of Amendment, had authority to issue was one thousand (1,000) shares of no par value.

The total number shares of stock which the Corporation has authority to issue, immediately after these Articles of Amendment, is four hundred thousand (400,000) shares of the par value of One Dollar ($1.00) per share, having an aggregate par value of Four Hundred Thousand Dollars ($400,000).

THIRD: This Amendment to Articles of Incorporation, including the removal of the statement of election to be a close corporation has been approved by the affirmative written vote of every stockholder, director and subscriber for stock of the Corporation on the 25th day of October, 1990.

IN WITNESS WHEREOF, Wilson, Inc. has caused these Articles of Amendment to be executed and acknowledged on the 25 day of October, 1990.

ATTEST:

Stephen C. Winter
Assistant Secretary

WILSON, INC.

By: L. Wilson Howes, President

I HEREBY AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THE FOREGOING ARTICLES OF AMENDMENT ARE THE ACT AND DEED OF SAID BODY CORPORATE.

L. Wilson Howes

DN/1-494304-9.amd
10/19/90(2)

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 03 COUNTY 71

[redacted] # D3037306 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	60	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.
[redacted] 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
[redacted] 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 FROM CLOSE CORP TO REGULAR NON-CLOSE CORP.

✓ INCREASE STOCK FROM 1,000 SHS @ NO PAR TO 400,000 SHS @ 1.00 PAR

Code ____

ATTENTION: _____

MAIL TO ADDRESS: STEPHEN C. WINTER, ESQ.
MILES & STOCKBRIDGE
100 WASHINGTON AVE.
TOWSON, MD. 21204

TOTAL FEES 80

✓✓ Checks ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [signature]

3337 0562

ARTICLES OF AMENDMENT
OF
WILSON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 20, 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:
$ 60.00	$ 20.00	$

D3037306

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 SEP 2 - 1991

RETURN TO:
STEPHEN C. WINTER, ESQ.
MILES & STOCKBRIDGE
600 WASHINGTON AVE.
TOWSON MD 21204

236C3041245

A 360257

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.

3337 0551

Received for Record August 5, 1991,
at 11:00 a.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT

HAGERSTOWN GIRLS' CLUB FOUNDATION, 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 (hereinafter referred to as the "Department") that:

FIRST: The Articles of Incorporation are hereby amended to change the name of the Corporation from:

HAGERSTOWN GIRLS' CLUB FOUNDATION, INC.

to

FOUNDATION FOR GIRLS INCORPORATED OF WASHINGTON COUNTY

SECOND: The Articles of Incorporation are hereby amended by adding thereto the following new ARTICLE SECOND, Subsection e:

"ARTICLE SECOND:

(e) The Corporation shall be both organized and operated exclusively for one of the purposes specified in Section 501(c)(3) of the Internal Revenue Code and for the benefit of Girls Incorporated of Washington County, a Maryland corporation.

THIRD: The Articles of Incorporation are hereby amended by striking in its entirety ARTICLE SIXTH and by substituting in lieu thereof the following:

"ARTICLE SIXTH: Upon 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, transferred, conveyed, delivered or paid over to Girls Incorporated of Washington County or, if not practicable, such 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."

IN WITNESS WHEREOF, Hagerstown Girls' Club 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, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Girls' Club Foundation, 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:

Richard W. Douglas
Secretary

HAGERSTOWN GIRLS' CLUB
FOUNDATION, INC.

By: Anna Hershey
Anna Hershey
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 MA BUSINESS CODE _____ COUNTY 71

D276 1328 ____ 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) Foundation For Girls Incorporated of Washington County

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: _____

MAIL TO ADDRESS: Douglas & Poole, P.A.
21 Summit Avenue
Hagerstown, Md. 21740

X Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PMS

3334 160

ARTICLES OF AMENDMENT
OF
HAGERSTOWN GIRLS' CLUB FOUNDATION, INC.
CHANGING ITS NAME TO:
FOUNDATION FOR GIRLS INCORPORATED OF WASHINGTON
COUNTY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 28, 1991 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:
$	$ 20.00	$

D2761328

TO THE CEERK OF THE COURT OE WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 E POOLE, P.A.
21 SUMMIT AVENUE
HAGERSTOWN MD 21740

230C3040089

A 359483

RECORDED IN THE RECORDS OE THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3334 1605

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

The Potomac Valley Institute
of
Health Sciences and Technology, Incorporated

Articles of Revival

FIRST: The name of the corporation at the time the charter was forfeited was The Potomac Valley Institute of Health Sciences and Technology, Incorporated.

SECOND: The name which the corporation will use after revival is The Potomac Valley Institute of Health Sciences and Technology, Incorporated.

THIRD: The name and address of the resident agent is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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

FIFTH: At or prior to filing 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 on real estate, and all interest and penalties due by the corporation on which would have become due if the charter had not been forfeited, whether or not barred by limitations.

SIXTH: The address of the principal office in this state is 47 Broadway, Hagerstown, Maryland 21740.

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

Charles Stevens
Last Acting President

Margaret Galligan
Last Acting Secretary

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Charles Stevens (Pres) of Potomac Valley Institute of Health Sciences
(insert name and title) and Technology, Incorporated

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

(print name beneath signature)
Charles Stevens

I hereby certify that on May 13, 1991 before me the
(insert date)

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

Washington County personally appeared Charles Stevens
of county for which notary is appointed) (insert name

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

(signature of notary public)

My Commission expires 1-1-92.

3375 1600

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 18MA BUSINESS CODE _____ COUNTY 71

D0858092 ___ 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
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53		Foreign Resolution
73		Certificate of Conveyance
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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		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
- 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: Dixie C. Newhouse

MAIL TO ADDRESS: Creager & Newhouse, ESq
Ste. 200
Bryan Centre
82 W. Washington St
Hagerstown, MD 21741-4804

X Check ___ Cash

___ Documents on ___ checks

NOTE: 1988, 1989, 199

APPROVED BY: SMJ

3335 15

THE ARTICLES OF REVIVAL
OF
THE POTOMAC VALLEY INSTITUTE OF HEALTH SCIENCES
AND TECHNOLOGY INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 28, 1991 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:
$	$ 20.00	$ 10.00

D0858092

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:
DIXIE C. NEWHOUSE
CREAGER AND NEWHOUSE
82 W. WASHINGTON ST.
BRYANS CENTER, STE. 200
HAGERSTOWN MD 21741 4804

232C3040425

A 359730

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3335 1598

Received for Record August 5, 1991,
at 11:00 a.m.
Corporation Record
Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
05-29-91 at 8:35 a.m.

1991 MAY 29 A 8:35

455

Articles of Incorporation
of

DRS, 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** DRS, INC.

SECOND: **The period of its duration is** perpetual.

THIRD: **The purpose(s) for which the corporation is organized are:** To operate a restaurant/bar at the College Plaza, Hagerstown, MD., and to 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** FIVE HUNDRED (500) of (par value of $100 per share) common stock, one class no series, **for a total authorized capital of** $50,000.

FIFTH: **The corporation will not commence business until at least** one thousand dollars ($1000) **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:** Rt. 9 Box 236 Hagerstown, MD. 21740

and the name of its initial registered agent at such address is Robert W. Cline II.

TENTH: **Address of the principal place of business is** 770 Robinwood Drive, Hagerstown, MD. 21740

ELEVENTH: **The number of directors constituting the initial board of directors of the corporation is** 3 **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
Robert W. Cline II	Rt. 9 Box 236 Hagerstown, Md.
James D. Thrailkill	223 Eastwood Dr. Hagerstown, Md.
Stephen Rabil	10 Shallowbrook Ct. Olney, Md.

1991 JUN 11 A 8:

11628301

[redacted]

7020

The name and address of each incorporator is:

NAME	ADDRESS
Robert W. Cline II	Rt. 9 Box 236 Hagerstown, MD.
James D. Thrailkill	223 Eastwood Dr. Hagerstown, MD.
Stephen C. Rabil	10 Shallowbrook Ct. Olney, MD.

In witness whereof, the incorporators have hereunto set their hands this 24th day of May, 1991

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

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 MH BUSINESS CODE Q3 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	8	1 Certified Copy 2
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 W. Cline II

MAIL TO ADDRESS: DRS, Inc
Rt 9 Box 236
Hagerstown, Md.
21740

TOTAL FEES 48

✓ Check ___ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
DRS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 29, 1991 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	$

D3232915

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 SEP 24 1991

RETURN TO:
DRS, INC.
ATTN: ROBERT W. CLINE, II
RT. 9, BOX 236
HAGERSTOWN MD 21740

23BC3041471

A 360431

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.

3337 1526

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

459

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECORDED FOR PAYMENT

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.) 5/30/91 at 8:45 m.

FIRST: The undersigned WALTER L CLINE, JOSEPH K STOUFFER, RAYMOND F CUFFIN,
whose address is RT 3, BOX 315, HAGERSTOWN, MO 21740,; POBOX 166, ~~HAGERSTOWN, MD 21741-0166; 1588 YOUNSTOWN DR, HAGERSTOWN, MD~~ 21740
, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is WASHINGTON COUNTY CLUB ASSOCIATION INC

THIRD: The purposes for which the corporation is formed are as follows: TO PROMOTE THE COMMON CAUSE OF THE MEMBER ORGANIZATIONS (SEE ART II, SECTION 2 OF BY-LAWS)

FOURTH: The post office address of the principal office of the corporation in Maryland is C/O: FUNKSTOWN AMERICAN LEGION POST 211, 12 NORTH WESTSIOE AVENUE, FUNKSTOWN, MO 21734

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are JOSEPH K STOUFFER, RT 2, BOX 356, HAGERSTOWN MO 21740-9632

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

SEVENTH: The number of directors of the corporation shall be 3 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are WALTER L CLINE, JOSEPH K STOUFFER, RAYMOND F CUFFIN

EIGHTH: PENDING APPLICATION FOR FEDERAL AND STATE TAX EXEMPT STATUS

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

91 MAY 30 A 8:45

11508127

RETURN TO:
JOSEPH K STOUFFER
RT 2, BOX 356
PO BOX 166
HAGERSTOWN MO 21741-0166

SIGNATURE(S)
Walter L Cline
Joseph K Stouffer
Raymond F. Cuffin

AT5-115

3335 1430

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

(See form on reverse side.)

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

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

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

FIRST: Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND: Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD: Give a one or two sentence description of the business of the corporation.

FOURTH: Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

FIFTH: This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH: None

SEVENTH: Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

EIGHTH: Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.

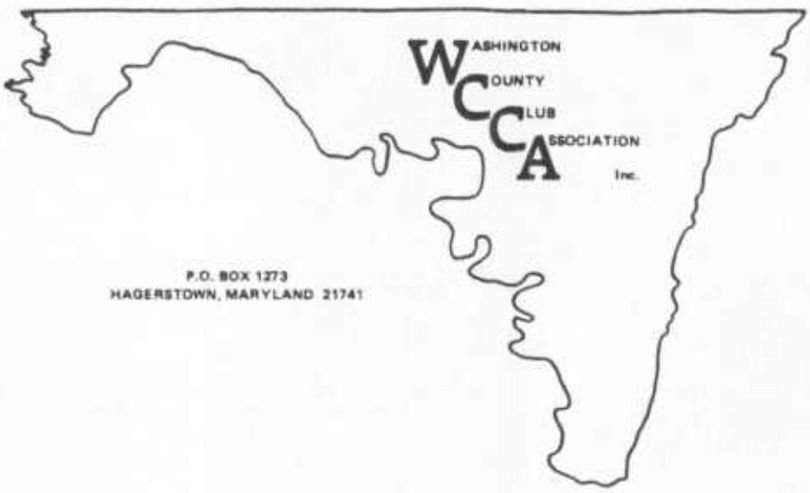
SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

RETURN TO: State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is $40.00.

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



BY-LAWS, WASHINGTON COUNTY CLUB ASSOCIATION

ADOPTED 1 JUNE, 1986

OFFICERS:

PRESIDENT: WILLIAM MARTIN
VICE PRESIDENT: JAMES BAGLEY
SECRETARY: JOSEPH STOUFFER
TREASURER: ROBERT EVERHART
EXECUTIVE BOARD: MARY BOCKSTANZ
CLARENCE GORDON
LEM SEABRIGHT
SGT-AT-ARM: ROY SMITH

WASHINGTON COUNTY CLUB ASSOCIATION

CONSTITUTION & BY-LAWS

ARTICLE I

The name of the Corporation (hereinafter called the Corporation) is the Washington County CLub Association.

ARTICLE II

SECTION 1.
The principal office of the Corporation in the State of Maryland shall be located in Washington County, Maryland. The Corporation shall have such other offices, either within or without the State of Maryland, as the Board of Directors may determine or as the affairs of the Corporation may require. The Post Office address of the Principal office of the Corporation shall be at the President's direction.

SECTION 2.
The stated purpose of this corporation is: To promote and attend to such matters which may have a common cause and effect upon member organizations; To promote and assist in political action those matters and affairs of interest to member organizations; To assist, when called upon, member organizations in political and legal matters that may have a resulting effect upon all member organizations; To raise funds from time to time as deemed necessary by member organizations for the welfare of the Corporation and to accomplish the purposes so outlined in this SECTION of ARTICLE II. Finally, the corporation shall not expend funds on or for charitable, civic, fraternal or religious matters which is more properly left to the decision of the individual member organizations.

ARTICLE III

SECTION 1
Classes of Member Organizations: The Corporation shall have one class of member. The designation of such class shall be as follows: All bonafied Fraternal, Civic, Veterans, Volunteer Fire Companies, and Religious or other non-profit organizations, providing they are located in the State of Maryland. Membership in the Corporation shall be approved by a majority vote of the member organizations.

SECTION 2
Representation: Each member organization shall be represented by two (2) Delegates and two (2) Alternates.

SECTION 3.
Voting Rights: Each member organization present shall have one (1) vote on any matter submitted to a vote at a Regular or Special meeting of the Corporation, with the exception of constitutional amendments. Only member organizations located within the boundaries of Washington County, Maryland may vote on a constitutional amendment. Each member organization must have dues paid by March 1 deadline to preserve voting rights.

SECTION 4
Termination of Membership: Any member organization will be suspended from the Corporation when dues have not been paid within 60 days of the due date.

SECTION 5
Resignation: Any member organization may resign by filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve the Member Organization so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6
Reinstatement: Upon written request signed by a former member organization and filed with the Secretary of the Corporation, the Board of Directors, by the affirmative vote of two-thirds of the Board, may reinstate such former member upon such terms as the Board of Directors may deem appropriate.

SECTION 7
Transfer of Membership: Membership in this Corporation is not transferable or assignable.

ARTICLE IV

SECTION 1
Annual Meeting: An annual meeting of the member organizations shall be held in Washington County, Maryland in the month of February in each year beginning with the year 1963 for the purpose of nominating officers and Board of Directors or transacting such other business as may come before the meeting. The election of officers and Directors shall be held in April of each year.

SECTION 2
Regular Meetings: Regular meetings shall be held January thru June, August and October thru December at the discretion of the member organizations.

SECTION 3
Special Meetings: Special meetings may be called by the President, the Board of Directors, or not less than one-third of the member organizations having voting rights.

SECTION 4
Place of Meetings: The President, or the Board of Directors, may designate any place within the State of Maryland as the place of any regular or special meeting called under Sections 1,2 and 3 of ARTICLE IV of these By-Laws.

SECTION 5
Notice of Meetings: Notices will be mailed to each member organization stating the place, date and hour of any meeting. This shall be the responsibility of the Secretary and shall be accomplished not less than 5 (five) nor more than 10 (ten) days prior to the date of such meetings. The telephone may be used in lieu of the above at the discretion of the Secretary.

SECTION 6
A Quorum requires at least one-third of member organizations to be present for the purpose of a meeting. No business may be conducted unless a Quorum is present.

ARTICLE V

SECTION 1
The affairs of the Corporation shall be managed by its Board of Directors. All members of the Board of Directors shall belong to a orgnization located within the boundaries of Washington County, Maryland and shall be a delegate of same organization at the time of election to the Board of Directors

SECTION 2
The Board of Directors shall be 7 (seven). The President, Vice-President, Secretary, Treasurer and 3 (three) elected delegates shall form the Board of Directors. Each Director shall hold office until the next annual meeting of the Corporation and until his successor shall have been elected and qualified.

SECTION 3
The Board of Directors shall hold such regular or special meetings at such time and place as it shall determine and upon such notice as it may provide.

SECTION 4
At least four members of the Board of Directors shall constitute a Quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 5
Any member of the Board of Directors missing 3 (three) consective meetings can be replaced by the remaining Board of Directors.

SECTION 6
The Board of Directors shall have the authority to make expenditures of up to $100.00. Anything above this must be approved by the member organizatiobs at a regular or special meeting.

ARTICLE VI

SECTION 1
The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. These officers shall serve on the Board of

Directors. Any monthly fee shall be authorized only by member organizations.

SECTION 2
All Officers shall be elected by the member organizations annually. Nomination of Officers shall be in March from the floor. Election and installation of Officers shall be in April by secret ballot.
Note: Nomination and election of Officers shall be in reverse order: Treasurer, Secretary, Vice-President and President. All Officers will be installed by a previous Officer. Nomination and the election of three (3) members to the Board of Directors shall be conducted in April by the new President. New members to the Board of Directors shall be installed by the new President.

SECTION 3
A vacancy in any office or on the Board of Directors may be filled by appointment by the Board of Directors for the unexpired portion of the term with the approval of the member organizations at the next meeting.

SECTION 4
Two Delegates or Alternates from the same member organization may not run for office in the Corporation.

SECTION 5
Duties of the Officers and Board of Directors:

a. The President shall preside at all meetings of the Corporation. He shall conduct all meetings using "Roberts Rules of Order". He shall have the power to cast a vote to break a tie vote. He shall appoint all committees and insure that they perform their duties; he shall be Ex-Officio head of all committees.

b. Vice-President: He shall assist the President in his duties and shall be the presiding officer in the event of the President's absence.

c. Secretary: He shall keep accurate record of the minutes of all meetings and attendance, subject at all times to the inspection of all delegates. He shall notify Delegates of their election, notify all member organizations of all meetings and all other notices required by the Board of Directors. He shall handle all Corporation correspondence at the direction of the Board of Directors or the member organizations. He shall deliver to his successor all records, books, papers and all other property of the Corporation in his possession at the expiration of his term or upon request of the Board of Directors.

d. Treasurer: He shall receive and collect all monies for the Corporation. He shall keep an accurate ledger of all income and expenditures and make a report of the same at each meeting. He will pay all accounts as prescribed in the by-laws and submit his records for audit to the Board of Directors within 48 hours after the Board of Directors' request for same. He shall deliver to his successor all records, books, papers and property of the Corporation in his possession at the expiration of his term or upon request of the Board of Directors.

e. Board of Directors: They shall be charged with the management of the affairs of the Corporation and of the general supervision of all expenditures. They shall audit the books of the Treasurer and Secretary annually and report their findings at the annual meeting. Also, these audits may be made at any time the Board deems such action advisable. They shall keep records of all their Board meetings and make a report of the same at each regular or special meeting. They shall be charged with the adherence to this Constitution and By-Laws. They shall perform the above duties and such other duties as deemed necessary by the member organizations.

ARTICLE VII

SECTION 1
All checks and drafts shall be signed by the President, Secretary or Treasurer. All checks must have 2 (two) of the prceeding signatures. Any and all expenditures over $100.00 must be approved by the member organizations. The Secretary shall be authorized a Petty Cash Fund of

$25.00 to be used for postage, office supplies, etc. The fund shall be accounted for and may be replenished after accounting for same.

SECTION 2
Annual Dues: Annual dues for member organization shall be based on the highest membership during the previous calender year. All member organizations with a membership enrollment of up to and including 500 members shall pay annual dues of $25.00. All member organizations with a membership enrollment of greater than 500 members shall pay annual dues of $50.00. Annual dues shall be payable on the First Day of January in each year. Dues notices shall be mailed by the Secretary in December of each year. Dues must be paid in full by March 1 of each year. Any member organization delinquent or suspended shall not be entitled to vote.

SECTION 3
Assessments:

a. Assessments are taken only when emergency funding is required for legal fees, fines, court cost, appeals, etc..
b. Assessments shall be assessed those organizations located within the boundries of the County in which they are located at such time emergency funds are required in that County. This is necessary due to each County having different laws, rules and regulations.
c. Assessment is per capita assessment based on membership count at the time the assessment is levied.

NOTE: It is important that all member organizations obey the laws, rules and regulations of the State of Maryland and the County and Municipality in which they are located.
Under no circumstances shall the Corporation become involved if any member organization is found violating said laws, rules and regulations. No legal or financial aid is available to any member organization indicted for violating said laws, rules and regualtion.
The legal justice retained by the Corporation shall investigate the indictment to ascertain if any member organization or organizations have violated said laws, rules or regulations. The ruling of our legal justice is final.
If in the eyes of our legal justice, a member organization has not violated any said law, rules and regulations, the assessment shall be made as required to cover expenses accrued.

ARTICLE VIII

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Incorporated Maryland 1963".

ARTICLE IX

There shall be no capital stock, this being a non-profit organization.

ARTICLE X

SECTION 1
It is hereby enjoined that each member organization of the Corporation shall receive 2 (two) copies of the Constitution and By-Laws.

SECTION 2
Any additions, amendments or revisions to the Constitution and By-Laws will be refered to the Board of Directors for their recommendations, applicable only to member organizations located within the boundaries of Washington County, Maryland.

SECTION 3
Any additions, amendments or revisions to the Constitution or By-Laws may be made at any regular or special meeting called for that purpose. providing such additions, amendments or revisions were presented in writing to the Board of Directors at a previous regular or special meeting called for that purpose. Adoption of any additions, amendments or revisions shall be by majority vote of the members present. Applicable only to member organizations located within the boundaries of Washington County, Maryland.

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 ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
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53		Foreign Resolution
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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: Joseph K. Stauffer

MAIL TO ADDRESS: Rt 2, Box 356
P.O. Box 166
Hagerstown, MD
21741-0166

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: DMT

3335 1436

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY CLUB ASSOCIATION INC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 30, 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	$ 20.00	$

D3227394

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:
JOSEPH K. STOUFFER
RT. 2, BOX 356
P.O. BOX 166
HAGERSTOWN MD 21741 0166

232C3040390

A 359698

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3335 1429

AT5-060

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

The Board of Directors of Kidwell Planning Corporation, a corporation organized in Maryland, on February 12, 1991 duly approved a resolution as follows:

Resolved: That the principal office of the corporation is changed to 140 S. Potomac Street, Hagerstown, Maryland 21740.

I, Gary W. Kidwell, President, certify under the penalties of perjury that to the best of my knowledge, information and belief the forgoing resolution is true in all material respects.

Kidwell Planning Corporation

Gary W. Kidwell, President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

June 4 1991 at 8:38 A.m.

11558008

1991 JUN -4 A 8:38

1336 0564

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 70 BUSINESS CODE _____ COUNTY 71

D1843028 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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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
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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
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 _____

ATTENTION: _____

MAIL TO ADDRESS: Kidwell Planning Corp
125 W. Washington St
Ste. 300
Hagerstown, MD 21740

✓ Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: BJS

CHANGE OF PRINCIPAL OFFICE
OF
KIDWELL PLANNING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 4, 1991 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:
$	$ 10.00	$

D1843028

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 SEP 24 1991

RETURN TO:
KIDWELL PLANNING CORP.
125 W. WASHINGTON ST.
STE. 300
HAGERSTOWN MD 21740

234C3040811

A 360023

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.

3336 0563

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT
6/6/91 at 8:57 a.m.

MENCON INDUSTRIES, INCORPORATED

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, Cheri Price Taylor, whose post office address is 12520 Prosperity Drive, Suite 230, Silver Spring, Maryland 20904, 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 MENCON INDUSTRIES, INCORPORATED.

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

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

1. Commercial and residential construction, 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.

HEWITT & WALSH
ATTORNEYS AT LAW
12520 PROSPERITY DRIVE
SUITE 230
SILVER SPRING, MARYLAND 20904
301 622-5400
FAX 8 622 6420

FIFTH: The post office address of the principal office of the Corporation in this State is 2244 Chestnut Grove Road, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is Katherine V. Mendiola, 2244 Chestnut Grove Road, Sharpsburg, Maryland 21782. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares of common stock without par value. The Corporation is authorized to issue only one class of stock.

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

EIGHTH: The Corporation shall elect to be taxed as an 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 an S corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 3 day of June, 1991, and I acknowledge same to be my act.

WITNESS:

HEWITT & WALSH
ATTORNEYS AT LAW
12520 PROSPERITY DRIVE
SUITE 230
SILVER SPRING, MARYLAND 20904
301 622-5400
FAX 8 622 6420

Katherine V. Mendiola

Cheri Price Taylor
Cheri Price Taylor,
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 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: PGM

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: Cheri Price Taylor, Esq.

MAIL TO ADDRESS: Hewitt + Walsh
12520 Prosperity Drive
Suite 230
Silver Spring, Md. 20904

NOTE:

7336 2245

ARTICLES OF INCORPORATION
OF
MENCON INDUSTRIES, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 6, 1991 AT 8:57 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	$

D3230927

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:
HEWITT & WALSH
ATTN: CHERI PRICE TAYLOR, ESQ.
12520 PROSPERITY DR.
SILVER SPRING MD 20904

MAILED SEP 24 1991

23C3040939

A 360124

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.

3336 2242

AT5-060

474 Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

1991 JUN -7 A 8:31

CERTIFICATE OF CORPORATE RESOLUTIONS

I, Laura A. O'Donnell, the undersigned Secretary of SPANKY ENTERPRISES, INC. (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 be, and it hereby is, changed from 112 The Strand, P. O. Box 639, Oxford, Maryland 21654 to 8588 Ocean Gateway, Easton, Maryland 21601.

FURTHER RESOLVED, That the address of the resident agent of the Corporation be, and it hereby is, changed from 112 The Strand, P. O. Box 639, Oxford, Maryland 21654 to 8588 Ocean Gateway, Easton, Maryland 21601.

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of these resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

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 5th day of June, 1991.

Laura A. O'Donnell
Laura A. O'Donnell

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
6-7-91 at 8:31 A.m.

11588174

3337 0493

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 70

D3213951 ____ 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: Ronald B. Lee

MAIL TO ADDRESS: Milbert Stockbridge
101 Bay Street
Easton, Md 21601

1 Check ____ Cash

NOTE:

~~1~~ 2 Documents on 1 checks

APPROVED BY: RMC

3337 0494

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
SPANKY ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 7, 1991 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:
$	$ 10.00	$

D3215951

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.

SEP 24 1991

RETURN TO:
RONALD B. LEE
MILES & STOCKBRIDGE
101 BAY STREET
EASTON MD 21601

23603041231

A 360245

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.

2337 0492

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

STATEMENT OF CHANGE OF PRINCIPAL OFFICE ADDRESS
AND NAME AND ADDRESS OF
RESIDENT AGENT OF
B2 N2, INC.

The Board of Directors of B2 N2, Inc., (the "Corporation") a corporation organized in the State of Maryland on February 12, 1990, duly approved the following resolutions:

RESOLVED: That the address of the principal office of the Corporation in Maryland is changed to: 1423 Dual Highway, Suite 17, Hagarstown, Maryland 21740.

FURTHER RESOLVED: That the address of the resident agent of the corporation, Bonnie Howard-Burnie is changed to 630 Picadilly Drive, Hagarstown, Maryland 21740.

I, Bonnie Howard-Burnie, President of the Corporation, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolutions are true in all material respects.

Dated: May 20, 1991

Bonnie Howard-Burnie

Bonnie Howard-Burnie

6-11-91 8:31 A

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2956704 ____ 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 076

ATTENTION: Patricia A. Lachman

MAIL TO ADDRESS: _____

1 Check ____ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
B2 N2, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 11, 1991 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:
$	$ 10.00	$

D2956704

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 SEP 24 1991

RETURN TO:
CONTENT,TATUSKO, & PATTERSON
1225 19TH ST., N.W. #600
WASHINGTON DC 20036 2411

23803041535

A 360464

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

3337 1755

AT5-060

480 Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

STATEMENT OF CHANGE OF PRINCIPAL OFFICE ADDRESS
AND NAME AND ADDRESS OF
RESIDENT AGENT OF
THE B. HOWARD-BURNIE COMPANY

The Board of Directors of The B. Howard-Burnie Company (the "Corporation"), a corporation organized in the State of Maryland on February 15, 1989, duly approved the following resolutions:

RESOLVED: That the address of the principal office of the Corporation in Maryland is changed to: 1423 Dual Highway, Suite 17, Hagarstown, Maryland 21740.

FURTHER RESOLVED: That the address of the resident agent of the corporation, Bonnie Howard-Burnie is changed to 630 Picadilly Drive, Hagarstown, Maryland 21740.

I, Bonnie Howard-Burnie, President of the Corporation, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolutions are true in all material respects.

Dated: May 20, 1991

Bonnie Howard-Burnie
Bonnie Howard-Burnie

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
ADMINISTRATIVE ASSESSMENT
6-11-91 at 8:31 A.M. 3337 1753

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

D2734622 ____ 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 076

ATTENTION: Patricia A Lankerson

MAIL TO ADDRESS: _____

1 Check ____ Cash

NOTE:

13 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
THE B. HOWARD-BURNIE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 11, 1991 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:
$	$ 10.00	$

D2734622

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:
CONTENT,TATUSKO, & PATTERSON
ATTN: PARICIA A. LANKENAN
1225 19TH ST., N.W. #600
WASHINGTON DC 20036 2411

2380 3041534

A 360463

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.

2337 1752

Received for Record August 5, 1991,
at 11:00 a.m.
Corporation Record Liber 44

HENSON AVIATION SERVICES, INC., amended to

HAGERSTOWN AVIATION SERVICES, INC.

AMENDED ARTICLES OF INCORPORATION

FIRST: I, Scott L. Schubel, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Hagerstown Aviation Services, Inc.

THIRD: The purpose for which the Corporation is formed is 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 486, Washington County Regional Airport, Hagerstown, Maryland 21741. The name and post office address of the Resident Agent of the Corporation in this state are Roland G. Funk, 100 Donneybrook Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

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

SIXTH: The number of Directors of the Corporation shall be three, which may increase or decrease pursuant to the

By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

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

Roland G. Funk

Richard A. Henson

Francis S. Humphrey

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

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

other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation or construed 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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Corporation of any class now or hereafter authorized or any securities exchangable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise such shares.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 12th day of June, 1991 and we acknowledge the same to be my act.

Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 12th day of June, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Scott L. Schubel who made oath in due form of law that the matters and facts set forth in the aforesaid Amended Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Barbara A. Muner
Notary Public

My Commission Expires:
5-14-94

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 10A MH BUSINESS CODE _____ COUNTY 71

D0339432 ___ 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) Hagerstown Aviation Services, Inc.

- X 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: Scott L. Schubel, ESQ.

MAIL TO ADDRESS: Wachs, Boone + Schubel
138 W. Washington St
Hagerstown, Md. 21740-4769

TOTAL FEES 20

X Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: DMS

AMENDED ARTICLES OF INCORPORATION
OF
HENSON AVIATION, INC.
CHANGING ITS NAME TO:
HAGERSTOWN AVIATION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 13, 1991 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:
$	$ 20.00	$

D0339432

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 SEP 24 1991

RETURN TO:
WACHS, BOONE & SCHUBEL
ATTN: SCOTT L. SCHUBEL, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

242C3040086

A 360898

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.

3339 031d

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
TETLOW CONSTRUCTION, INC.,
A MARYLAND CORPORATION

THIS IS TO CERTIFY: 6-12-91 9:06a

FIRST: I, the undersigned, Pamela J. Tetlow, whose post office address is 473 N. Potomac Street, Hagerstown, MD 21740, being at least eighteen (18) years of age, do hereby associate myself as incorporator with the intention of forming a Closed 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 call the Corporation) is Tetlow Construction, Inc.

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

Commercial and industrial construction.

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 of business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associates 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 473 N. Potomac Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Pamela J. Tetlow, 473 N. Potomac Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or deceased pursuant to the Bylaws of the Corporation, but shall never be less than one (1), UNLESS AND UNTIL such time as an election by the Corporation in its charter to have no Board of Directors becomes effective.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Pamela J. Tetlow.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of May, 1991.

WITNESS:

Pamela J. Tetlow

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

I HEREBY CERTIFY that on this 21st day of May, 19910, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Pamela J. Tetlow, known to me (or satisfactorily proven) to be person whose name is subscribed to the aforegoing document, and who did acknowledge that the execution of the aforegoing Articles of Incorporation to be his/her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

MY COMMISSION EXPIRES: April 1, 1993

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	8	/ Certified Copy 20
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: Chip Snyder
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 48

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JP

ARTICLES OF INCORPORATION
OF
TETLOW CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 12, 1991 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	$

D3233871

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.

RECORD SEP 2 1991

RETURN TO:
CHIP SNYDER
28 JONATHAN STREET
HAGERSTOWN MD 21740

239C3041633

A 360541

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

7378 0799

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

DACOR LIGHTING & ACCESSORIES, INC.

CERTIFIED COPY OF RESOLUTION

The undersigned Secretary of Dacor Lighting & Accessories, Inc., a Maryland corporation, does hereby certify that the following is a true and correct copy of a Resolution passed by the Board of Directors of the said corporation on May 24, 1991, and that the same has not been modified or amended and is still in full force and effect:

"WHEREAS, there has been presented to the Corporation that certain Termination Agreement in respect of, **inter alia**, the contemplated termination of the employment relationship between the Corporation and Donald A. Kayser; and

WHEREAS, it appears to be in the best interests of the Corporation that the Corporation enter into said Termination Agreement;

NOW THEREFORE, BE IT RESOLVED: That the President and other appropriate officers of the Corporation be, and the same hereby are, authorized to enter into that Termination Agreement in substantially the form presented to the Stockholders and Board for approval and to deliver executed copies of the same to the other parties thereto;

WHEREAS, Donald A. Kayser has recently resigned as Resident Agent of the said Corporation as registered with the State Department of Assessments and Taxation ("SDAT"); and

WHEREAS, the Corporation is required by law to maintain a Resident Agent registered with SDAT.

RESOLVED, that the Resident Agent of the Corporation in the State of Maryland be, and the same hereby is, changed from Donald A. Kayser whose Post Office address as registered with SDAT was 112 Western Maryland Parkway, Hagerstown, Maryland 21740 to Stanley D. Valentine whose Post Office address is 112 Western Maryland Parkway, Hagerstown, Maryland 21740 and who is a resident of the State of Maryland; and be it further

RESOLVED, that the proper officers of the Corporation be, and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with SDAT and to do and perform any and all other necessary and proper acts incident thereto; and be it further

RESOLVED, that the following persons be, and they are hereby, elected as officers of the Corporation in the respective capacities set forth after their several names, the terms of office of each person to be until the next annual meeting of the Board of Directors and until their respective successors shall be elected and qualified:

Stanley D. Valentine	President
Debra S. Valentine	Vice-President
Stanley D. Valentine	Treasurer
Debra S. Valentine	Secretary
Roger Schlossberg	Assistant-Secretary"

In witness whereof, the undersigned has set her hand and affixed the corporate seal of the Corporation the day and year written below.

DATED: May 24, 1991

Debra S. Valentine (SEAL)
Debra S. Valentine, Secretary

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 71

D2850402 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonsto[redacted]

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: _____
Schlossberg & Di Girolamo
134 West Washington St
P.O. Box 4227
Hagerstown, MD 21741-4227

____1____ Check _____ Cash

____1____ Documents on ____1____ checks

NOTE:

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
DACOR LIGHTING AND ACCESSORIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 17, 1991 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:
$	$ 10.00	$

D2850402

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 SEP 24 1991

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON ST.
P.O. BOX 4227
HAGERSTOWN MD 21741 4227

243C3040206

A 361005

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. 3779 0901

AT5-060

496 Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
6/20/91 at 8:46 .m.

ARTICLES OF AMENDMENT

OF

FRICK LIGHTING MAINTENANCE COMPANY, INC.

THIS IS TO CERTIFY:

Frick Lighting Maintenance Company, Incorporated, a Maryland Corporation having its principal office in Washington County, Maryland, 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 Frick Lighting Maintenance Company, Incorporated and inserting in lieu thereof the following:

FRICK ELECTRICAL SERVICES, INCORPORATED

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 stock entitled to vote on the matter either outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF: FRICK ELECTRICAL SERVICES, INCORPOPATED, has caused these presents to be signed in its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistance Secretaries on May 30, 1991.

ATTEST: FRICK ELECTRICAL SERVICES, INCORPORATED

Joseph Kenan Frick
President

Lisa Ann Frick
Vice President/Secretary

THE UNDERSIGNED, President and Vice President of Frick Electrical Services, Incorporated, who executed on behalf of said Corporation, the foregoing Articles of Incorporation, 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.

President

Vice President

JUN 20 1991 A 8:46

11718130

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

D2864577 ____ 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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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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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) Frick Electrical Services, Incorporated

✓ 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: Frick Lighting Maintenance Co., Inc.

MAIL TO ADDRESS: P.O. Box 34
Boonsboro, MD
21713

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMH

ARTICLES OF AMENDMENT
OF
FRICK LIGHTING MAINTENANCE COMPANY, INC.
CHANGING ITS NAME TO:
FRICK ELECTRICAL SERVICES, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 20, 1991 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	$

D2864577

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:
FRICK LIGHTING MAINTENANCE CO.,
INC.
P. O. BOX 34
BOONSBORO MD 21713

244C3040320

A 361097

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3329 2307

Received for Record August 5, 1991,
at 11:00 a.m.
Corporation Record Liber 44

REGIONAL COMMUNITY HEALTH CENTER FOUNDATION, INC.

ARTICLES OF INCORPORATION

FIRST: That we, Martin Gallagher, whose post office address is 332 Chartridge Drive, Hagerstown, Maryland 21740; Gail Chapin, whose post office address 325 West Memorial Blvd., Hagerstown, Maryland 21740; and Renate Pore, whose post office address is 130 West High Street, Hancock, Maryland 21750; 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.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Regional Community Health Care Center Foundation, 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 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 of 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:

1. To engage in diversified health care activities and perform any other related activities in Maryland and West Virginia,

2. To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose.

3. 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.

4. To do anything permitted by the 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 332 Chartridge Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Martin Gallagher, 332 Chartridge 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 capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Martin Gallagher
Gail Chapin
Renate Pore

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.

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 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 limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

(c) 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.

(d) 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.

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 of 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.

ELEVENTH: The Corporation may, at its discretion, indemnify all of its present and former directors and officers in connection with any proceedings (as such term is defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time; or in any successor provisions of the laws of the State of Maryland) to the fullest extent permitted by and in accordance with the laws of the State of Maryland, as amended from time to time.

IN WITNESS WHEREOF; we have signed these Articles of Incorporation this 15th day of May, 1991, and we acknowledge the same to be our act.

Martin Gallagher, M.D.

Martin Gallagher, M.D.

Gail Chapin CWM

Gail Chapin

Renate Pore

Renate Pore

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 X 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 D.M.C. #111393
23		Local Transfer Tax 6/25/91
31	6	___/___ 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: Jay C. Beasley

MAIL TO ADDRESS: Miller, Oliver, Beasley + Stone
28 West Washington Street
P.O. BOX 1269
Hagerstown, MD 21741-1269

TOTAL FEES 46

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMH

3340 0437

ARTICLES OF INCORPORATION
OF
REGIONAL COMMUNITY HEALTH CARE CENTER
FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 20, 1991 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	$

D3239944

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 SEP 24 1991

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: JAY C. BEASLEY
28 WEST WASHINGTON STREET
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

246C3040586

A 361283

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

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

7340 0437

AT5-060

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

RECEIVED
'91 JUN 21 AM 9 37
STATE DEPT. OF
ASSESSMENTS & TAXATION

OF

CUMBERLAND KARTS, INCORPORATED
(A Close Corporation)

THIS IS TO CERTIFY: 6-21-91 93K

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 CUMBERLAND KARTS, INCORPORATED.

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

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

To operate a recreational facility including the renting of small motorized vehicles known as Go Karts or Go Carts to be operated by members of the public.

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 41 South Main Street, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in this State are Jair E. Barr, 41 South Main Street, Boonsboro, Maryland, 21713. 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. Jair E. Barr 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 19th day of June, 1991.

WITNESS:

Joanne Snyder

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

STATE OF MARYLAND, WASHINGTON COUNTY,to-wit:

I HEREBY CERTIFY, that on this 19th day of June, 1991, 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: 12-1-94

508

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 620 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	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 98

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: Jair Barr
41 S. Main St
Boonsboro Md 21713

____ Check ✓ Cash

NOTE: ach Wl.

____ Documents on ____ checks

APPROVED BY: ____

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
CUMBERLAND KARTS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 21, 1991 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:
$ 20.00	$ 20.00	$

D3240314

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:
JAIR BARR
41 S. MAIN ST.
BOONSBORO MD 21713

MAILED SEP 24 1991

246C3040623

A 361315

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

3340 0530

AT5-060

Received for Record August 5, 1991, at 11:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

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 Forty East Exxon, 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 business of operating, managing and leasing a gasoline dealership and automobile service station.

(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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1936 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Mr. Kay Guessford, 1857 Virginia Avenue, 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two; and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are:

Clarence E. Pike, Jr. and
Kay Guessford

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 19th day of June, A.D., 1991.

WITNESS:

Linda L. Lunt

Lynn F. Meyers

Lynn F. Meyers

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 075

ATTENTION: Linda L. Prunt

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
FORTY EAST EXXON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 21, 1991 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	$

D3240397

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.

SEP 24 1991

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

246C3040631

A 361322

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 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

"ARTWORKS, LIMITED."

THIS IS TO CERTIFY

That I, J. Gregory Hannigan, whose office address is 115 West Washington Street, Hagerstown, MD 21740, being an adult individual, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose, do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be:

"ARTWORKS, LIMITED"

ARTICLE II

Period of Duration

The period of existence and duration of the life of this corporation shall be perpetual.

[redacted]

ARTICLE III

Purposes and Powers

Section 1. Purpose. The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To buy and sell artworks and art objects; to provide goods and services which complement and expand the artistic theme and enhance the artistic community in Western Maryland.

(b) To own and operate a gallery for the display and sale of art and fine crafts.

(c) To promote works of art and artistic ideas as expressed in the sculpture, pottery, glasswork, painting, handcrafted jewelry, and other such items which reflect creativity.

(d) To act as agent (other than fiscal or transfer), attorney-in-fact, factor, or broker, on commission or otherwise for individuals, co-partnerships, joint-stock associations, or corporations, foreign and domestic including governments or governmental authorities.

(e) To aid and assist, promote, and conserve the interest of, and afford facilities for the convenient transaction of business by, its principals and patrons in all parts of the world.

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

Section 2. Powers. The foregoing enumeration of powers shall not be deemed to limit, restrict, or exclude in any manner those general powers of a corporation granted or conferred by the General Laws of the State of Maryland. The Corporation shall be authorized to exercise and enjoy all of

the powers, rights and privileges granted to or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force and to effect the purposes of the Corporation.

ARTICLE IV

Registered Office and Resident Agent

The address of the place at which the principal office for the transaction of business of this corporation shall be located at 1141 Oak Hill Avenue, Hagerstown, MD 21740.

The statutory resident agent of the Corporation shall be Christina Negrete, whose office is located at 1141 Oak Hill Avenue Hagerstown, MD 21740. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE V

Directors

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

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

(b) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than 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: Douglas Meyers, Christina Negrete, and Gregory Nearchos.

ARTICLE VI

Stock Provisions

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

ARTICLE VII

Management Powers

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

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

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares, 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 th 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 hereinafter in force.

ARTICLE VIII

Stock Purchase Options

Except as may otherwise be provided by the Board of Directors, no holder off 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 off any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares.

ARTICLE IX

Amendments

The Corporation reserves the right to make from time to time any amendment to the Articles of Incorporation, now

or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Article of Incorporation of an outstanding stock.

IN WITNESS WHEREOF, The undersigned incorporator of "ARTWORKS, LIMITED", executes these Articles of Incorporation, acknowledges the same to be his act and further acknowledges that, to the best off his knowledge, the matters and facts set forth herein are true in all material respects under the penalties perjury.

Dated the Seventh day of June, 1991.

WITNESS:

Michelle Da Cave

J. Gregory Hannigan
115 W. Washington Street
Hagerstown, MD 21740
(301) 797-3367

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

[redacted] ____ 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
[redacted]50		Cert. of Qual. or Reg.
[redacted]51		Foreign Name Registration
[redacted]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
[redacted]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: J. GREGORY HANNIGAN, ESQ.
111 W. WASHINGTON ST.
HAGERSTOWN, MD. 21740

TOTAL FEES 60

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

3244 1291

ARTICLES OF INCORPORATION
OF
ARTWORKS, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 10, 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:
$ 40.00	$ 20.00	$

D3249356

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 3, 1991

RETURN TO:
J. GREGORY HANNIGAN, ESQ.
111 W. WASHINGTON ST.
HAGERSTOWN MD 21740

009C3051140

A 362492

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

3344 1284

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

INNOVATIVE GRAPHIC DESIGNS, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Robert L. Corey, whose address is 2000 Wenger Lane, Chambersburg, PA 17201, 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 INNOVATIVE GRAPHIC DESIGNS, INC.

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

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

(1) To engage in the business of computer-aided drafting, desktop publishing, newsletters, compositions, proposals, business graphic presentations and the distribution of graphic software; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and 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 address of the principal office of the Corporation in this State is 13802 Weaver Avenue, Maugansville, Md. 21767. The name and address of the Resident Agent of the Corporation in this State is Tac-Lan T. Reel, Rt. 1 Box 340, Williamsport, Md. 21795. Said Resident Agent is an individual actually residing in this State.

JOSEPH CHUKLA, JR.
ATTORNEY AT LAW
HAGERSTOWN, MD 21740
(301) 790-1580

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 Robert L. Corey.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to it 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 19th day of June, 1991, and I acknowledge the same to be my act.

Robert L. Corey

Robert L. Corey

CHUKLA, JR.
NEY AT LAW
OWN, MD 21740
) 790-1580

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	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: JOSEPH CHUKLA, ESQ.
370 VIRGINIA AVE.
HAGERSTOWN, MD. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

3345 1222

ARTICLES OF INCORPORATION
OF
INNOVATIVE GRAPHIC DESIGNS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 24, 1991 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	$

D3252525

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 3 1991

RETURN TO:
JOSEPH CHUKLA, ESQ.
370 VIRGINIA AVENUE
HAGERSTOWN MD 21740

013C3051569

A 362967

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.

3745 1219

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

STANLEY KEGARISE QUALITY ROOFING CONTRACTOR 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

STANLEY KEGARISE QUALITY ROOFING CONTRACTOR 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 517 Jefferson 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 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 Stanley E Kegarise and Belinda K. Kegarise.

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 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 24th day of June, 1991, and I acknowledge the same to be my act.

WITNESS:

Barbara J. Webb

Dixie C. Newhouse

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 Amd. 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: Dixie C. Newhouse, Esq.

MAIL TO ADDRESS: Cleaver + Newhouse, P.A.
Suite 200
Bryan Centre
82 West Washington Street
Hagerstown, MD 21740-4804

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
STANLEY KEGARISE QUALITY ROOFING CONTRACTOR
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 26, 1991 AT 8:15 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	$

D3242807

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 3 1991

RETURN TO:
CREAGER & NEWHOUSE, P.A.
ATTN: DIXIE C. NEWHOUSE, ESQ.
82 WEST WASHINGTON STREET
BRYAN CENTRE
HAGERSTOWN MD 21740 4804

001C3051014

A 361576

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.

3341 2179

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

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: 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 Software Sense, 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 train, teach, instruct, and advise personnel of clients in the use and operation of computer software programs; to install and load such programs on clients' hardware; to resolve program problems; to assist in expansion of computer programs and capability of systems and generally to offer such computer and data processing services to the public. To sell, distribute, furnish and make available to the public generally software programs; to represent computer companies and computer software dealers in promoting their programs and systems.

(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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Rt. 5, Box 382, Beck Road, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland is Linda F. Shoemaker, Rt. 5, Box 382, Beck Road, Hagerstown, Maryland 21742. 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two; and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are:

Linda F. Shoemaker
Mark W. Shoemaker

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 25th day of June, A.D., 1991.

WITNESS:

Linda L. Punt

Lynn F. Meyers

538

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 mm BUSINESS CODE 03 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)
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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 015

ATTENTION: Linda L. Pant

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3342 0134

ARTICLES OF INCORPORATION
OF
SOFTWARE SENSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 26, 1991 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	$

D3243524

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 3 1991

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

002C3050038

A 361664

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

3242 0129

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

RCW INCORPORATED

6/28/91 12:46

FIRST: I, Laurence E. Fisher, 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 RCW Incorporated.

THIRD: The purposes for which the Corporation is formed are (1) to operate a carwash facility and provide related services, (2) to act as the general partner of a limited partnership holding real estate, and (3) to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 106 Oakmont Drive, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Kyle Schindel, 106 Oakmont Drive, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, divided into 50,000 shares of Voting Common Stock and 50,000 shares of Nonvoting Common Stock. The par value of each share of Voting Common Stock is $1.00 and of each share of Nonvoting Common Stock is $1.00. The aggregate par value of all the shares of the Common Stock is

$100,000.00. Except for voting rights, all stock is identical in all other respects.

SIXTH: The number of Directors of the Corporation shall be eight, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Richard McCleary, Beverly McCleary, Hugh H. Schindel, Rayetta J. Schindel, Hugh Schindel, Jr., Tracy M. Schindel, Kyle Schindel and Kelly Schindel.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland statutory or decisional law as it may be amended or interpreted from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. 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 statutory or decisional law as it may be amended or interpreted from time to time. The Corporation may indemnify any

other persons permitted but not required to be indemnified by Maryland statutory or decisional law as it may be amended or interpreted 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 27th day of June, 1991.

Laurence E. Fisher

Laurence E. Fisher

c:LEF\SCHINDEL\LEFHHS1.ART

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.A. 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 045

ATTENTION: Larry Fisher

MAIL TO ADDRESS: ____

TOTAL FEES ____

70 Check ____ Cash NOTE:

____ Documents on ____ checks

APPROVED BY: A

3342 0313

ARTICLES OF INCORPORATION
OF
RCW INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 28, 1991 AT 12:46 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	$

D3243847

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: LARRY FISHER
10 LIGHT STREET
BALTIMORE MD 21202

002C3050070

A 361689

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 0309

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT FOR INCREASE IN AUTHORIZED CAPITAL

M. P. M. HOLDINGS, INC.

ARTICLES OF AMENDMENT

M. P. M. Holdings, 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 all of Article V, and inserting in lieu thereof the following:

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares, of the par value of One Dollar ($1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is Ten Thousand Dollars ($10,000.00).

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 10, 1991 adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment to the charter was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of the Corporation to be held on May 24, 1991.

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

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

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

Four Thousand (4,000) shares, of the par value of One Dollar ($1.00) each, all of which shares are of one class and designated Common Stock.

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

Ten Thousand (10,000) shares, of the par value of One Dollar ($1.00) each, all of which shares are of one class and designated Common Stock.

(c) The aggregate par value of all shares of all classes of stock of the Corporation heretofore authorized was $4,000. The aggregate par value of all shares of all classes of

stock as increased by this amendment is $10,000. This amendment has the effect of increasing the aggregate par value of all shares of all classes of stock of the Corporation by $6,000.

IN WITNESS WHEREOF M. P. M. Holdings, Inc. has caused these present to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary.

The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and states that to the best of his or her 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 and that this statement is made under the penalties of perjury.

ATTEST:

Roland G. Funk, Secretary

M. P. M. HOLDINGS, INC.

By: Paul J. Coughlin, Jr.
President

DATED: May 24, 1991

548

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

D2738474 ___ 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 063

ATTENTION: Kenneth S. Peyton

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: SMA

3342 2290

ARTICLES OF AMENDMENT
OF
M.P.M. HOLDINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 1, 1991 AT 9:39 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	$

D2738474

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 3 1991

RETURN TO:
VENABLE, BAETJER & HOWARD
KENNETH S. PEYTON
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

003C3050380

A 361948

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7342 2286

AT5-060

550 Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT

RECEIVED
'91 JUL 1 AM 11:56
STATE DEPT. OF ASSESSMENTS & TAXATION
7-1-91 11:56a

Co., Inc., a Maryland corporation having its principal office in Washington County, Maryland (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST

The Corporation desires to amend its Charter as currently in effect as hereinafter provided.

SECOND

The Charter of the Corporation is amended by striking out in its entirety Article Seventh and by substituting in lieu thereof the following:

"SEVENTH: Notwithstanding any provision of law, the following actions shall be effective and valid only if (1) duly authorized, approved and/or advised by a majority of the votes entitled to be cast by the directors on such matter, and (2) approved by the holders of two-thirds of the votes then entitled to be cast by the stockholders, the classes of stock voting together:

(a) Any consolidation, merger, sale of all or substantially all of the assets, amendment of the charter or by-laws, and participation in any share exchange.

(b) The purchase or sale of any real property, or the placing of a mortgage on any real property.

(c) The construction or razing of any improvements on any real property, except that construction of a new facility, or remodeling or refurbishing of an existing facility, where the total cost of the construction or remodeling/refurbishing (as the case may be) does not exceed $100,000, shall not be subject to this Article Seventh (c) but shall instead be considered to be "an ordinary business decision of an operational nature" in accordance with Article Seventh (n) hereof. The $100,000 measuring amount as to when construction and/or remodeling/refurbishing becomes subject to this Article Seventh shall be adjusted from year to year as follows: (1) the $100,000 amount shall prevail until December 31, 1991; and (2) from and after December 31, 1991, the $100,000 amount shall be adjusted upwards for each calendar year thereafter, starting with calendar year 1992, by multiplying that amount by a fraction, the numerator of which shall be One Hundred percent (100%) of the Consumer Price Index for all Urban Consumers (U.S. City Average) published by the Bureau of Labor Statistics of the United Sates Department of Labor (the "CPI"), as of December 31 of the immediately preceding calendar year, and the denominator of which shall be such CPI as of December 31, 1990. In no event shall

'91 JUL 1 AM 11:56
RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION

mam\ac&t\articles

1828741

3344 0360

the $100,000 measuring amount be reduced on account of such adjustment. If the CPI is changed or discontinued, the Board of Directors shall use a comparable index or other means of measurement of the relative purchasing power of the dollar, and such other index shall be substituted for the CPI as if originally designated in this Article Seventh (c).

(d) The leasing of any real property (whether as a tenant or landlord) for a term, including any option for renewal, of more than three years.

(e) The engagement in any new line of business not previously undertaken by the Corporation (not merely the sale of a new retail or wholesale product line related to an existing business).

(f) The cessation of any significant old line of business previously undertaken by the Corporation.

(g) Any substantial expansion or retraction in geographical area of any business undertaken by the Corporation.

(h) The adoption, termination or amendment (other than a technical amendment required to conform the plan to the evolving law) of any pension or profit-sharing plan.

(i) The redemption or other acquisition by the Corporation of shares of its own stock.

(j) The purchase or sale by the Corporation of a single piece of equipment in excess of $50,000 in cost or sales proceeds, or the purchase or sale by the Corporation of two or more pieces of equipment related in function or use where the total cost expended or sales proceeds realized within any consecutive twelve month period exceeds $100,000 (even though no single piece of equipment exceeds $50,000 in cost or sales proceeds). The $50,000 and $100,000 measuring amounts as to when equipment purchases and sales become subject to this Article Seventh shall be adjusted from year to year as follows: (1) the $50,000 and $100,000 amounts shall prevail until December 31, 1991; and (2) from and after December 31, 1991, the $50,000 and $100,000 amounts shall be adjusted upwards for each calendar year thereafter, starting with calendar year 1992, by multiplying that amount by a fraction, the numerator of which shall be One Hundred percent (100%) of the Consumer Price Index for all Urban Consumers (U.S. City Average) published by the Bureau of Labor Statistics of the United States Department of Labor (the "CPI"), as of December 31 of the immediately preceding calendar year, and the denominator of which shall be such CPI as of December 31, 1990. In no event shall the $50,000 and $100,000 measuring amounts be reduced on account of such adjustment. If the CPI is changed or discontinued, the Board of Directors shall use a comparable index or other means of

measurement of the relative purchasing power of the dollar, and such other index shall be substituted for the CPI as if originally designated in this Article Seventh (j).

(k) The making of any loans or advances by the Corporation other than in the ordinary course of its business.

(l) Any decision to have the Corporation terminate its election to be taxed as an "S" corporation; and if the Corporation ever does so terminate its "S" corporation election, any subsequent decision to elect "S" corporation status.

(m) Any other strategic corporate decision.

(n) These provisions shall not alter the fact that ordinary business decisions of an operational nature shall be determined and implemented by the appropriate officers of the Corporation as guided by the Board of Directors exercising ordinary management authority."

THIRD

By written and formal action, unanimously taken by the Board of Directors of the Corporation pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation advised this Amendment of the Articles of Incorporation of the Corporation on April 22, 1991. By written informal action, unanimously taken by all of the Stockholders of the Corporation pursuant to Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation approved this Amendment of the Articles of Incorporation of the Corporation on April 22, 1991.

IN WITNESS WHEREOF, the Corporation has caused this document to be signed in its name and on its behalf by its President and attested by its Secretary on April 22, 1991. The President acknowledges that these Articles of Amendment are the act and deed of the Corporation, and under the penalties of perjury, that the matters set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: A, C & T CO., INC.

Barbara J. Fulton
Barbara J. Fulton, Secretary

By: A. B. Fulton
Adna B. Fulton, President

mam\ac&t\articles

CONSENT OF STOCKHOLDERS

The undersigned, being all of the stockholders of A, C & T Co., Inc., a Maryland corporation (the "Corporation"), acting pursuant to section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, waive the calling and holding of a meeting of the Stockholders of the Corporation, approve the following resolutions:

RESOLVED, that the Amendment to the Articles of Incorporation of the Corporation, as set forth in the attached Articles of Amendment, which is incorporated herein by reference, is approved.

RESOLVED, that the proper officers of the Corporation are authorized and directed to execute, acknowledge, seal and file with the State Department of Assessments and Taxation of Maryland such Articles of Amendment, and to take any other actions and to execute, acknowledge, seal and file any and all documents necessary or proper in connection therewith.

WITNESS our signatures on April 22nd, 1991.

STOCKHOLDERS:

Adna B. Fulton

Bradley A. Fulton

Steven D. Fulton

Mark A. Fulton

ac&t\consent\stk

CONSENT OF DIRECTORS

The undersigned, being all of the directors of A, C & T Co., Inc., a Maryland corporation (the "Corporation"), acting pursuant to section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, waive the calling and holding of a meeting of the Board of Directors of the Corporation, advise the adoption of the following resolutions, and direct that those resolutions be filed with the records of the Corporation:

RESOLVED, that the Amendment to the Articles of Incorporation of the Corporation, as set forth in the attached Articles of Amendment, which is incorporated herein by reference, is advised.

RESOLVED, that the Articles of Amendment be submitted for consideration by all of the Stockholders entitled to vote on such matter at a special meeting called for that purpose or by informal consent in lieu of a meeting.

RESOLVED, that the proper officers of the Corporation are authorized and directed to execute, acknowledge, seal and file with the State Department of Assessments and Taxation of Maryland such Articles of Amendment following their due approval by the Stockholders of the Corporation; and to take any other actions and to execute, acknowledge, seal and file any and all documents necessary or proper in connection therewith.

WITNESS our signatures on April 22nd, 1991.

DIRECTORS:

Adna B. Fulton

Barbara J. Fulton

Bradley A. Fulton

ac&t\consent\aoi

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

D0251694 ____ 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 ____
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
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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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 078

ATTENTION: J. Doring Lloyd

MAIL TO ADDRESS: ____

TOTAL FEES 20

✓ Check ____ Cash NOTE:

____ Documents on ____ checks

APPROVED BY: ____

3344 036

ARTICLES OF AMENDMENT
OF
A, C & T CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 1, 1991 AT 11:56 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	$

D0251694

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 3 1991

RETURN TO:
OBER, KALER, GRIMES AND SHRIVER
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

007C3050944

A 362421

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

3344 0359

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

PLEASANT VALLEY CHILDREN'S PROGRAM, INC.

ARTICLES OF INCORPORATION

A NOT-FOR-PROFIT, NO STOCK, CHARITABLE CORPORATION

FIRST: I, Susan M. Payne, whose post office address is 2310 Boteler Road, Brownsville, Washington County, Maryland 21715, being at least twenty-one (21) 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 Pleasant Valley Children's Program, 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 purpose, 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 limitation, 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 any 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 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 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 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 childcare and educational enrichment.

(2) To develop and operate a program of childcare and educational enrichment.

(3) The Corporation is organized and operated exclusively for the stated purpose and for other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member.

FOURTH: The post office address of the principal office of the Corporation in this State is the Pleasant Valley Elementary School, 1707 Rohrersville Road, Knoxville, Washington County, Maryland 21758. The name and address of the Resident Agent of the Corporation in the State of

Maryland is Susan M. Payne, 2310 Boteler Road, Brownsville, Washington County, Maryland 21715. The Resident Agent is an individual actually residing in the State of Maryland.

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

SIXTH: The number of Directors of the Corporation shall be 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 organization or annual meeting or until their successors are duly chosen and qualified are: Susan M. Payne, Raymond L. Barrett, Anthony E. Courtney, R. Thomas Fralin, Jr., Kimberly H. Hicks, Carol A. Little, Dawn P. Millard, Elaine F. Pitts and Gloria K. Smith.

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 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 insures 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 charitable, literary, or educational purpose 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 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 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.

ELEVENTH:

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of June, 1991, and I acknowledge the same to be my act.

WITNESS:

6-24-91

Susan M. Payne

3343 03

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

I HEREBY CERTIFY that on this 24th day of June, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Susan M. Payne, 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.

Notary Public

Comm ex 7/01/94
Bethesda Md
State of Maryland
County of Montgomery

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 ✓ 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: Susan M. Payne
2310 Boteler Road
Brownsville, Md. 21715

TOTAL FEES 70

✓ Check ____ Cash NOTE:

____ Documents on ____ checks

APPROVED BY: J.M.T.

3343 0320

ARTICLES OF INCORPORATION
OF
PLEASANT VALLEY CHILDREN'S PROGRAM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 2, 1991 AT 11:54 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	$

D3245941

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:
SUSAN M. PAYNE
2310 BOTELER RD.
BROWNSVILLE MD 21715

004C3050532

A 362087

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.

3343 0309

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

BREWER & LINDSEY, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

7-5-91 900a

Brewer & Lindsey, Inc., a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 207 South Potomac Street, 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 affiars are wound up is M. Lynn Williams, Esquire, 207 South Potomoc Street, Hagerstown, Maryland, 21740.

FOURTH: The name and address of each Director of the Corporation is as follows:

Alice L. Robertson, 401 Woodhaven Court, Franklin, Tennessee 37064.

Barbara B. Lindsey, 53 Ferris Lane, Poughkeepsie, New York 12601.

Harriette B. Lindsey, c/o M. Lynn Williams, 207 South Potomac Street, Hagerstown, Maryland 21740.

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

President: Alice L. Robertson, 401 Woodhaven Court, Franklin, Tennessee 37064.

Vice President: Harriette B. Lindsey, c/o M. Lynn Williams, Esquire, 207 South Potomac Street, Hagerstown, Maryland 21740.

Secretary: Barbara B. Lindsey, 53 Ferris Lane, Poughkeepsie, New York 12601.

Treasurer: Barbara B. Lindsey, 53 Ferris Lane, Poughkeepsie, New York 12601.

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 Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, duly approved by the Stockholders of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each 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, BREWER & LINDSEY, 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 15th day of JUNE, 1991, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Brewer & Lindsey, 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: BREWER & LINDSEY, INC.

Barbara B. Lindsey
Barbara B. Lindsey, Secretary

Alice L. Robertson
Alice L. Robertson, President

AFFIDAVIT OF NO TANGIBLE PROPERTY

The undersigned, President of Brewer & Lindsey, Inc. hereby states and certifies that the Corporation owns 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.

Alice L. Robertson
Alice L. Robertson, President

STATE OF ~~TENNESSEE~~ MARYLAND, WASHINGTON COUNTY; to-wit:

I HEREBY CERTIFY that on JUNE 15, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Alice L. Robertson, President of Brewer & Lindsey, 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. Cave
Notary Public

My Commission Expires: May 23, 1994

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

BREWER & LINDSEY, INC

have been paid.

WITNESS my hand and official seal this

24TH day of JUNE A.D. 19 91.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

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

PS-409

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 21

D0362038 ____ 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.
32	6	Other I further certify
		Other D.M.C. #116781 7/15/91

TOTAL FEES 56

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:

____ Documents on ____ checks

APPROVED BY: JD

THE ARTICLES OF DISSOLUTION
OF
BREWER AND LINDSEY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1991 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

D0362038

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 JUL 3 1991

RETURN TO:
M. LYNN WILLIAMS
C/O URNER, NAIRN & BARTON
207 S. POTOMAC STREET
HAGERSTOWN MD 21740

013C3051683

A 363043

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

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

3345 1679

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

STERLING INSPECTION SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, LISA F. STALEY whose address is 1133 West Irvin Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby associates 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 referred to as the "Corporation") is:

STERLING INSPECTION SERVICES, INC.

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

1. To engage in the home and building inspection business for residential and commercial structures in Maryland and other states.

2. 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 which shall at any time appear expedient for the protection or benefit of the Corporation in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and/or rights.

3. In addition to the powers expressly above set forth, the Corporation shall have and enjoy all the powers, rights and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations; the enumeration of specific powers in these Articles of Incorporation being made in furtherance and not in limitation of the powers conferred upon corporations by law, and no restrictions upon any such power is intended to be implied by any specification of or expression of the foregoing sections of these Articles.

FOURTH: The post office address of the principal office of the Corporation in this State is 1133 West Irvin Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent in this state is LISA F. STALEY, 1133 West Irvin Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of this state and actually resides herein and is at least 18 years of age.

FIFTH: The total number of shares of stock, all one class, which the Corporation has authority to issue is one hundred (100)

shares of no par value, all one class. Shares of stock which are issue and outstanding shall not be transferrable without prior written consent of all shareholders or such transfer shall be void. The stock certificate shall be inscibed with this restriction as provided in the By-Laws.

SIXTH: LISA F. STALEY shall serve as the sole Director until the organizational meeting. Thereafter, the Board of Directors shall consist of Lisa F. Staley and Larry B. Miller and shall always consist of at least two (2) members until there are more than two (2) shareholders of the Corporation.

SEVENTH: The duration of the Corporation shall be perpetual.

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

(1) The Stockholders and/or Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of the shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors and the Corporation may do any and all things allowed and/or permitted under the general corporate laws of Maryland.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of June, 1991.

Richard W. Gross
WITNESS

Lisa F. Staley
Lisa F. Staley

STATE OF MARYLAND, TO WIT:

I HEREBY CERTIFY, that on June 21, 1991, before me, the subscriber, a Notary Public in and for the State aforesaid, personally appeared Lisa F. Staley and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notary Seal.

Richard W. Gross
NOTARY PUBLIC

My Commission Expires: 12/27/93

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

[redacted] # _____ ___ 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: Robert A. McFarland, Esq.

MAIL TO ADDRESS: Polovay + McCoy
The Brokerage at the Inner Harbor
Suite 801
34 Market Place
Baltimore, MD 21202

TOTAL FEES _____

40 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

7242 1992

578

ARTICLES OF INCORPORATION
OF
STERLING INSPECTION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1991 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3247186

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:
POLAVOY & MCCOY
ATTN: ROBERT A. MCFARLAND, ESQ.
THE BROKERAGE AT THE INNER HARBOR
34 MARKET PLACE, STE. 801
BALTIMORE MD 21202

006C3050745

A 362307

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.

7343 1889

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer entered into this 3rd day of July, 1991, by and between D & H PROPERTIES, INC., a Maryland Corporation (hereinafter referred to as the "Transferor"), and POTOMAC CATERING SERVICES, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferee".)

THIS IS TO CERTIFY:

FIRST: Transferor hereby agrees to sell, assign, transfer, exchange and deliver substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name and post office address of Transferee is: Potomac Catering Services, Inc., c/o 137 North Market Street, Frederick, Maryland.

THIRD: The Transferor is D & H Properties, Inc., a Maryland Corporation, organized under the laws of the State of Maryland, and the Transferee is Potomac Catering Services, Inc., a Maryland Corporation, organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article Seventh herein, is Fifty Thousand Dollars ($50,000.00).

FIFTH: The principal office of Transferor is Ed Button, Esquire, 44 North Potomac Street, Suite 104, Hagerstown, Maryland 21740. The Transferor owns no real estate in the State of Maryland.

SIXTH: The Board of Directors of Transferor duly adopted

was advisable and directed that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor. The stockholders of Transferor then approved these Articles of Sale and Transfer. The foregoing action was taken in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

The Board of Directors of Transferee duly adopted a resolution declaring that the purchase of substantially all of the assets of Transferor as herein set forth was advisable and directed that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferee. The stockholders of Transferee then approved these Articles of Sale and Transfer. The foregoing action was taken 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.

SEVENTH: In consideration of the payment to Transferor of Fifty Thousand Dollars ($50,000.00), Transferor does hereby bargain, sell, grant, convey, transfer, assign, exchange, and deliver to Transferee, its successors and assigns, the assets more particularly described in the Agreement between Transferor and Transferee dated July 3, 1991.

EIGHTH: Transferee accepts the transfer of the property and assets, and shall not be responsible, liable or obligated to any party for any lien, encumbrance, assessment or debt of the Transferor in connection with the property and assets being transferred to the Transferee.

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

IN WITNESS WHEREOF, each of the parties hereto has caused these Articles of Sale and Transfer to be signed and acknowledged in the name of the corporation by its President and attested by its Secretary as of the day and year first above written.

TRANSFEROR:

~~ATTEST~~:

D & H PROPERTIES, INC.,
a Maryland Corporation

Witness, ~~Secretary~~

BY: _____ (SEAL) P.O.A.
President

TRANSFEREE:

ATTEST:

POTOMAC CATERING SERVICES, INC.,
a Maryland Corporation

Asst. Secretary

BY: _____ (SEAL)
, President

3344 0

The undersigned, President of D & H PROPERTIES, 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 P.O.A.

The undersigned, President of POTOMAC CATERING SERVICES, 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

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 MA BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) D & H Properties, Inc.
D2974863

Surviving (Transferee) Potomac Cattering Service, Inc.
D2150688

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	4	Certificate of ~~Merger~~/Transfer Corporate record Montgomery Co
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: Alan Grant
6701 Rockledge Dr
250
Bethesda Md 20817

TOTAL FEES 54

✓ Check ____ Cash NOTE:

____ Documents on ____ checks

APPROVED BY: JO

3344 0196

ARTICLES OF TRANSFER
OF
D & H PROPERTIES, INC.
(A MD CORP.) TRANSFEROR
AND
POTOMAC CATERING SERVICE, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1991 AT 2:06 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
CERT. OF CONV.-MONTGOMERY COUNTY	4.00	
	$24.00 TOTAL	
	02150688	

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 JUL 5 1991

RETURN TO:
ALAN GRANT
6701 ROCKLEDGE DRIVE, STE. 250
BETHESDA MD 20817

007C3050886

A 362402

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

3344 0181

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

SCHLOSSBERG & DIGIROLAMO
ATTORNEYS AT LAW
134 WEST WASHINGTON STREET
P.O. BOX 4227
HAGERSTOWN, MARYLAND 21741
(301) 739-8610
FAX (301) 791-6302

ROGER SCHLOSSBERG
THOMAS M. DIGIROLAMO

ROCKVILLE OFFICE
SUITE 505
451 HUNGERFORD DRIVE
ROCKVILLE, MARYLAND
PLEASE RESPOND TO
HAGERSTOWN OFFICE

July 5, 1991

DRR, Ltd.
David R. Rider, President
120 N. Jonathan Street
P.O. Box 1287
Hagerstown, Maryland 21740

VIA FAX

RE: Resignation as Officer, Director and Resident Agent

Dear David:

Following our discussions of the last several weeks, and in light of the considerable distance between the position of the undersigned as a minority shareholder and that of yourself and Roger Craig as the majority shareholders, I believe it appropriate that I resign all positions related to DRR, Ltd.

It is my belief that my resignations will in no way conflict with your desires in this matter as I understand that substantial thought was previously given to my removal when you met with Miles & Stockbridge in Baltimore last week. Had you then advised of your desire for my resignation, I would have been pleased to voluntarily cooperate in this or any other reasonable fashion.

Accordingly, please accept this correspondence as advice of my resignation as Secretary of the Corporation and as a Director of the Corporation; both effective immediately.

Further, please accept this correspondence as advice of my resignation as Resident Agent of the Corporation; which Resignation shall be effective 10 days after filing of a copy hereof with the State Department of Assessments and Taxation in Baltimore, Maryland pursuant to the provisions of MD Corps. &

Ass'ns. Code §2-108(d).

Sincerely,

SCHLOSSBERG & DIGIROLAMO

By: Roger Schlossberg /mo
Roger Schlossberg

/jek
cc: Roger T. Craig (via fax)
Brian R. Seeber, Esquire (via fax)
Cindy S. Everly, C.P.A. (via fax)
Douglas Moul, C.P.A. (via fax)
Kenneth W. Graber, C.P.A. (via fax)
State Department of Assessments & Taxation
july91\B:\DRR.LTR

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

D2573061 ___ 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: Schlossberg & Degirolamo
134 West Washington St
Hagerstown, MD 21740

___1___ Check ___ Cash

___1___ Documents on ___1___ checks

NOTE:

APPROVED BY: RMC

3344 0621

RESIGNATION OF RESIDENT AGENT
OF
DRR, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 8, 1991 AT 8:43 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	$

D2573061

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 3 1991

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

007C3051006

A 362461

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.

2344 0619

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

V A L L E Y A R T A S S O C I A T I O N , I N C .

Article 1. Incorporators. We, the undersigned, 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 Valley Art Association, Inc. and it's 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 organization organized for the purpose of promoting the general welfare of its members in the field of Fine and Applied Arts by providing ways and means for further education in these fields.

Article 5. Non-Stock Corporation. The corporation shall have no authority to issue capitol stock and no dividends of 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 H. Margaret Moore, 17502 Longstreet Circle, Sharpsburg, Maryland 21782.

Article 7. Resident Agent. The name of the resident agent of the corporation is H. Margaret Moore, whose address is indicated in Article 6 above.

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 sucessors are elected and qualify are as follows:

Name	Address
H. Margaret Moore	17502 Longstreet Circle Sharpsburg, Maryland 21782
Dorothy McEvoy	Route 10, Box 29-Z Hagerstown, Maryland 21740
Lonnie Jenkins	862 Mulberry Avenue Hagerstown, Maryland 21740
Grant Haines	34 E. Irvin Avenue Hagerstown, Maryland 21740
Betty Holladay	2802 Bluebird Avenue Hagerstown, Maryland 21740

Article 9. Election of Directors. Members of the corporation shall elect directors at the first biannual election of officers 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, Treasurer, Recording Secretary and Corresponding Secretary.

(b). The principal duties of the President shall be to preside at all meetings, call special meetings when necessary, and actively promote the aims and ideas of the association at all times.

(c). The principal duties of the Vice-President shall be to assume active control in the absence of the President and to arrange place for meetings.

(d). The principal duties of the Recording Secretary shall be to keep a record of the proceedings at all regular and Board of Directors meetings, and to preserve all past records. The Recording Secretary shall have custody of the past minutes of this association, which are complete from its initial meeting. The transfer of these records to each succeeding Recording Secretary shall be recorded in the appropriate minutes to ensure their continued retention by the Association.

(e). The principal duties of the Treasurer shall be to collect all money and dispense for associations expenditures as agreed upon by the Board of Directors, to prepare an annual financial statement by June 30 for the current fiscal year running from July 1 to June 30, and to be responsible for all financial records.

(f). The principal duties of the Recording Secretary shall be to serve as editor of the newsletter, to send cards and notes in the event of illness or death in the membership, to send thank you notes to artists presenting programs to the association and to release news to the local paper for regular meetings.

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

Article 12. Membership Requirements. Membership in the association shall be open to any person who subscribes in good faith to the Purpose of the association 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.

H. Margaret Moore Date: 7/3/91

Dorothy McEvoy Date: 7/3/91

Lou M Julian Date: 7/3/91

Grant I Shines Date: 7/3/91

Betty Halladay Date: 7/3/91

State of Maryland
Washington County: To Wit

I hereby certify on this 3rd day of July 1991 the above individuals personally appeared and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

In witness whereof I here unto affix my hand and seal

Jo Anne Pickett
Jo Anne Pickett
Notary Public

My commission expires 5/1/94

3344 07

592

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 09 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: H. Margaret Moore
17502 Longstreet Circle
Sharpsburg, Md 21782

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

3344 0762

ARTICLES OF INCORPORATION
OF
VALLEY ART ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 8, 1991 AT 10:21 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	$

D3248309

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 1991

RETURN TO:
H. MARGARET MOORE
17502 LONSTREET CIRCLE
SHARPSBURG MD 21782

008C3051035

A 362524

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

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

3344 0759

AT5-060

594 Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

APPROVED FOR RECORD
7-9-91 at 8:00 A.m.

C. B. TRUAX, INC.

ARTICLES OF REVIVAL

FIRST: The name of the corporation at the time the charter was forfeited was C. B. Truax, Inc.

SECOND: The name which the corporation will use after revival is C. B. Truax, Inc.

THIRD: The name and address of the resident agent is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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

FIFTH: At or prior to filing 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 on real estate, and all interest and penalties due by the corporation on which would have become due if the charter had not been forfeited whether or not barred by limitations.

SIXTH: The address of the principal office in this state is 82 West Washington Street, Hagerstown, Maryland 21740.

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

W. James Gordon
Last Acting President

W. James Gordon
Last Acting Secretary

3344 2792

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, W. James Gordon C.B. Trucx, Inc
(insert name and title) (insert name of corporation)

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

(print name beneath signature)
W. James Gordon

I hereby certify that on June 26, 1991 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 W. James Gordon and made oath under the penalties of perjury that
(insert name 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

Barbara Jo Webber
(signature of notary public)

My Commission expires 5-23-95.

[redacted]

11908122

3344 279

596

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

D1540376 ____ 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
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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: Law Offices
Creager + Newhouse, P.A.
82 West Washington
Hagerstown, Md. 21740

TOTAL FEES 50

X Check ____ Cash

____ Documents on ____ checks

APPROVED BY: MS

NOTE: 89-90 and 91 returns filed

3341 279d

THE ARTICLES OF REVIVAL
OF
C. B. TRUAX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 9, 1991 AT 8:00 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

D1540376

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, P.A.
82 W. WASHINGTON STREET
HAGERSTOWN MD 21740

010C3051291

A 362725

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

3344 2791

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

598

NORTH STAR NETWORK, INCORPORATED

ARTICLES OF INCORPORATION

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

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is **North Star Network, Incorporated.**

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

[redacted]

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 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 State Internal Revenue Law).

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

1. To provide an organization for the benefit of persons concerned or diagnosed as being HIV-Positive or having Acquired Immune Deficiency Syndrome (AIDS).

2. To educate the general public regarding high-risk behavior which may increase the potential for exposure to the HIV virus.

3. To provide information and onging emotional support to persons with AIDS and their friends and families during all stages of the disease.

FOURTH: The post office address of the principal office of the Corporation in this State is 134 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
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 or 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 one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three,

provided that:

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

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

The name of the Director who shall act until the first annual meeting, or until his successor is duly chosen and qualified, is:

Roger Schlossberg

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 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

erg & DiGirolamo
s at Law
t Washington Street
own, Maryland 21740

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 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.

ELEVENTH: 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 26th day of June, 1991, and I acknowledge same to be my act.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

Witness

Roger Schlossberg (SEAL)

july91\B:\NORTHSTA.AOI

602

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 MH BUSINESS CODE 04 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ___ Stock X 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 ___

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 & DiGiulomo
134 W Washington St
P.O. Box 4227
Hagerstown, Md 21741-4227

TOTAL FEES 40

X Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMG

2344 2476

ARTICLES OF INCORPORATION
OF
NORTH STAR NETWORK, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1991 AT 8:11 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	$ 20.00	$

D3250255

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 3 1991

RETURN TO:
SCHLOOSSBERG & DIGIROLAMO
ATTN: ROGER SCHLOSSBERG, ESQ.
134 W. WASHINGTON ST.
P.O. BOX 4227
HAGERSTOWN MD 21741 4227

010C3051230

A 362670

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

3344 2471

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

07-16-91 at 8:28A

ARTICLES OF INCORPORATION
OF
HANCOCK OUTFITTERS, INC.
(A Close Corporation)

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 HANCOCK OUTFITTERS, 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 canoe rental business and buy and sell items relating thereto.

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

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address for the principal office of the Corporation in this State is 30 Canal Street, Hancock, Maryland, 21750. The name and post office address of

the resident agent of the Corporation in this State are Michael A. Luiperspeck, 1224 Glenwood Avenue, Hagerstown, Maryland, 21742. 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 (10,000) shares of the par value of Ten Dollars ($10.00) per share, all of single 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. Michael A. Luiperspeck 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 12th day of July, 1991.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 12th day of July, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1995

3745 2623

606

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 77

____ 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	8	1 Certified Copy 2
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: K. J. Mackley, ESQ.

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

TOTAL FEES 48

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: J.M.T.

7745 2624

ARTICLES OF INCORPORATION
OF
HANCOCK OUTFITTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 16, 1991 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	$

D3253028

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 3 1991

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

014C3051774

A 363107

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.

3345 2621

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

ENCORPS BATON AND DANCE, INC.

FIRST: I, CASSANDRA L. BAKER, whose post office address is 2217 Cloverleaf Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is ENCORPS BATON AND DANCE, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, and, more specifically, to receive and administer funds for such charitable and educational purposes, all of 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 the, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if

authorized or directed in the trust instrument under which it is received but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section

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

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

To teach and instruct children in the art of baton and dance; and to promote sportsmanship and friendship among youth.

In addition to the aforesaid powers, the corporation and its members shall at all times have and enjoy all the rights, privileges, powers and immunities as provided under the Maryland Code, and that the enumeration of certain powers as herein defined is not intended to be exclusive of or as a waiver of any other powers, rights and privileges granted or conferred by the laws of the State of Maryland now or hereinafter made.

FOURTH: The post office address of the principal office of the Corporation in this State is 2217 Cloverleaf Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is CASSANDRA L. BAKER, 2217 Cloverleaf Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

CASSANDRA L. BAKER
2217 Cloverleaf Road
Hagerstown, Maryland 21740

Evelyn Margretta Mellott
1018 Brinker Drive
Apartment No. 302
Hagerstown, Maryland 21740

Karissa Lynn Scott
Route 2
Box 69F
Williamsport, Maryland 21795

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 be its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization

described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

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

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 494(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 the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of May, 1991, and I acknowledge same to be my act.

Joseph E. Hoch Jr. — WITNESS

Cassandra L. Baker — CASSANDRA L. BAKER

STATE OF MARYLAND)
) ss:
COUNTY OF)

I HEREBY CERTIFY that before me, the undersigned officer, a Notary Public in and for the State and County aforesaid,

personally appeared CASSANDRA L. BAKER, this 17th day of May, 1991, and made oath in due form of law that the matters and facts as set forth in the foregoing Articles of Incorporation are true and correct to the best of her knowledge, information and belief.

NOTARY PUBLIC

My Commission Expires:
1 APRIL, 1993

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 04 COUNTY 71

[redacted] # _____ ____ P.A. ____ Religious ____ Close ____ Stock X 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.
[redacted] 51		Foreign Name Registration
13		____ Certified Copy ____
[redacted] 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
[redacted] 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: Joseph E. Staly, Jr., ESQ.

MAIL TO ADDRESS: Joseph Staly Jr.
36 N. Summit Ave
Gaithersburg, Md. 20877

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMS

3346 0530

ARTICLES OF INCORPORATION
OF
ENCORPS BATON AND DANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 18, 1991 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	$ 20.00	$

D3254034

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 3 1991

RETURN TO:
JOSEPH STOLZ, JR., ESQ.
36 N. SUMMIT AVENUE
GAITHERSBURG MD 20877

01503051936

A 363240

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.

3746 0523

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

07-18-91 10:49A

ARTICLES OF AMENDMENT

Douglas and Poole, 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:

DOUGLAS AND POOLE, P.A.

to:

RICHARD W. DOUGLAS, P.A.

These Articles of Amendments have been duly authorized by the Board of Directors and Stockholders of Douglas and Poole, P.A.

IN WITNESS WHEREOF, Douglas and Poole, P.A. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 31st day of May, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Douglas and Poole, 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 authorization and approval are true in all material respects

1991 JUL 18 A 10:49

1199827

3346 1849

to the best of his knowledge, information and belief.

ATTEST:

(SEAL)
Cathy J. Miller
Secretary

DOUGLAS AND POOLE, P.A.

By: (SEAL)
Richard W. Douglas
President

618

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

D2360345 ___ 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: SMM

Name Change (New Name) Richard W. Douglas, 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: Richard W. Douglas, ESQ.

MAIL TO ADDRESS: Richard W. Douglas
The Old Library Bldg
21 Summit Ave
Hagerstown, MD 21740

NOTE:

3346 1951

ARTICLES OF AMENDMENT
OF
DOUGLAS AND POOLE, P.A.
CHANGING ITS NAME TO:
RICHARD W. DOUGLAS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 18, 1991 AT 10:49 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	$

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.

RECORDED OCT 3 1991

RETURN TO:
RICHARD W. DOUGLAS, ESQ.
THE OLD LIBRAY BLDG.
21 SUMMIT AVE.
HAGERSTOWN MD 21740

016C3052134

A 363417

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.

2346 1949

AI5-060

620 Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF REVIVAL

FOR

7-19-91 8282

Hagerstown Business ~~and~~ & Professional Women's Club, 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

Hagerstown Business ~~and~~ & Professional Women's Club, Inc.

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

Hagerstown Business ~~and~~ & Professional Women's Club, Inc.

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

400 Virginia Avenue #3A
Hagerstown, Md. 21740

FOURTH: The name and address of the resident agent is

Wilma L. Braun (Formerly Reed)
400 Virginia Avenue #3A
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.

1991 JUL 19 A 8:23

12003231

3346 1964

(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.

Peggy L. Gore
Director

Bernard A. Maurer
Director

Wilma L. Braun
Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Wilma L. Braun, Director of Hagerstown Business & Professional Women's Club, 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.

Wilma L Braun
(print name beneath signature)
Wilma L. Braun

I hereby certify that on July 17 1991 (insert date) before me the subscriber, a notary public of the State of Maryland, in and for Washington County (insert name of county for which notary is appointed) personally appeared Wilma L. Braun (insert name of person swearing) and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Cynthia J. Klm
(signature of notary public)

My Commission expires 11-28-91.

7346 1966

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 18MA BUSINESS CODE 04 COUNTY 71

D1966480 ___ 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	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 _____

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: Wilma L Braun
400 Virginia Ave
3A
Hagerstown, Md
21740

TOTAL FEES 30

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JS

3346 1967

THE ARTICLES OF REVIVAL
OF
HAGERSTOWN BUSINESS & PROFESSIONAL WOMEN'S
CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 19, 1991 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	$ 10.00

D1966480

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 JUL 3 1991

RETURN TO:
WILLIAM L. BRAUN
400 VIRGINIA AVENUE, STE. 3A
HAGERSTOWN MD 21740

016C3052151

A 363431

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

3346 1967

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

7-22-91 11:10a

FIRST: I, Laurence E. Fisher, 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 Booksellers of Fountainhead Plaza, Inc.

THIRD: The purposes for which the Corporation is formed are (1) to sell books, periodicals and related materials and (2) to engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law that are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Asad M. Ghattas, 1905 Pennsylvania Avenue, Hagerstown, Maryland, 21740.

FIFTH: The total number of shares of Capital Stock that 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.

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation.

Asad M. Ghattas shall serve as Director until the first annual meeting of the stockholders and until his successor is elected and qualifies.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. 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 applicable from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law, as applicable 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 of Directors. 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 the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act this 19th day of July, 1991.

Laurence E. Fisher

Laurence E. Fisher

LEFASG1.ART

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 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 045

ATTENTION: Larry Fisher

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: RO

3347 0929

ARTICLES OF INCORPORATION
OF
BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 22, 1991 AT 11:10 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	$

D3256773

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: LARRY FISHER
10 LIGHT STREET
BALTIMORE MD 21202

018C3052364

A 363590

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.

3347 0935

AT5-060

630 Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

H & N ENTERPRISES, INC.

ARTICLES OF INCORPORATION

4-23-91 831a

FIRST: I, Steven R. Harbaugh, whose post office address is 806 Pine 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:

H & N ENTERPRISES, INC.

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

1. To own and operate restaurant business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 806 Pine Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Steven R. Harbaugh, 806 Pine 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 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:

Steven R. Harbaugh
Todd K. Norton

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 22nd day of July, 1991, and I acknowledge the same to be my act.

WITNESS:

Ursula D. Mason

Steven R. Harbaugh (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 BL 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 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
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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: Steven Harbaugh
806 Pine St
Hagerstown Md 21740

TOTAL FEES 99

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: NO

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
H & N ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 23, 1991 AT 8:31 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: $ 20.00

RECORDING FEE PAID: $ 20.00

SPECIAL FEE PAID: $

03256658

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 5 1991

RETURN TO:
STEVEN R. HARBAUGH
806 PINE ST.
HAGERTOWN MD 21740

0170305228 1

A 363548

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

3346 2758

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

CASE MANAGEMENT AND COMMUNITY SERVICES, INC.

FIRST: I, PATRICIA S. BUNDY, whose post office address is 670 Marion Street, Hagerstown, Maryland, 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.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is CASE MANAGEMENT AND COMMUNITY SERVICES, 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, wither 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 expand the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if to 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

[redacted]

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 if 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 further 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 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 sub-paragraphs (a) and (b) of this Article THIRD are the following:

To provide a service to persons residing in the community who qualify under the federal definition as developmentally disabled and/or persons otherwise permanently disabled.

FOURTH: The post office address of the principal office of the Corporation is this State 670 Marion Street, Hagerstown, Maryland, 21740. The name and post office address of the

Resident Agent of the Corporation in this State is Patricia S. Bundy, 670 Marion 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 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 elected and qualify, are: Patricia S. Bundy, Richard A. Young, Bruce McCarthy, Kurt H. Cushwa, Barbara A. Driscoll, Philip T. Groves, and Cordell Leonard.

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 charitable, scientific, 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 of territory, the District of Columbia.

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 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 taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: 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.

638

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20 day of June, 1991, and I acknowledge the same to be my act.

WITNESS:

Paula S. Kessler

Patricia S. Bundy

Patricia S. Bundy

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 ✓ 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: Omer T. Kaylor, Jr. ESQ.

MAIL TO ADDRESS: Kaylor & Wantz
123 W. Washington St.
Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks (20.00 ea.)

APPROVED BY: JMT

!

33471134

ARTICLES OF INCORPORATION
OF
CASE MANAGEMENT AND COMMUNITY SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 23, 1991 AT 11:58 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	$

D3257185

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 3 1991

RETURN TO:
KAYLOR & WANTZ
ATTN: AMER T. KAYLOR, JR.
123 W. WASHINGTON ST.
HAGERTOWN MD 21740

018C3052405

A 363626

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.

3347 1129

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT

OF

DRS. WILSON, SKRABAK AND ASSOCIATES, CHARTERED

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of "Drs. Wilson, Skrabak and Associates, Chartered", a Maryland Professional Service Corporation, having its principal offices at 1185 Mt. Aetna Road, Hagerstown, Maryland 21740, at a meeting timely called by proper notice, duly convened and held on May 7, 1991, adopted the following resolution:

RESOLVED, That it is advisable to amend the Charter of the Corporation by amending and changing the Corporate name of said Corporation from Drs. Wilson, Skrabak and Associates, Chartered to read as follows: "Associated Anesthesiologists of Cumberland Valley, Chartered"

SECOND: That a proper timely notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders that was held on May 7, 1991.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was approved by a majority vote of the Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Drs. Wilson, Skrabak and Associates, Chartered these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 28th day of May, 1991.

Drs. Wilson, Skrabak and
Associates, Chartered

Attest:

By _____
Joseph R. Wilson, President

_____
Roger T. Weiss, Secretary

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

I HEREBY CERTIFY that on this 28th day of May, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph R. Wilson, President of Drs. Wilson, Skrabak and Associates, Chartered, a Maryland Professional Service Corporation, 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 Roger T. Weiss, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 10/1/91

_____
Notary Public

Medical and Chirurgical Faculty of Maryland

July 8, 1991

Richard F. McGrory, Esquire
McGrory and Schaefer
152 West Washington Street
Hagerstown, Maryland 21740

Re: Associated Anesthesiologists of Cumberland Valley, Chartered

Dear Mr. McGrory:

The Committee on Professional Ethics of the Medical and Chirurgical Faculty of Maryland has reviewed your recent request for approval to change the name of the professional corporate designation "Drs. Wilson, Skrabak and Associates, Chartered" to "Associated Anesthesiologists of Cumberland Valley, Chartered".

The Committee has decided to approve this corporate designation change and, by copy of this letter, the Board of Physician Quality Assurance shall be so notified.

Sincerely,

Louis C. Breschi, M.D., Chairman
Committee on Professional Ethics

LCB:SCB:bml
cc: Board of Physician Quality Assurance

Main Office
1211 Cathedral Street
Baltimore, Maryland 21201
301-539-0872 Toll Free In MD: 1-800-492-1056
FAX 301-547-0915

Legislative Office
224 Main Street
Annapolis, Maryland 21401
Annapolis 280-0604 Baltimore 974-8352
D.C/Metro 974-8352 FAX 301-974-8356

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 MN BUSINESS CODE _____ COUNTY 71

#D1330760 ___ 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: SMG

Name Change (New Name) ASSOCIATED ANESTHESIOLOGIST'S OF CUMBERLAND Valley, CHARTERED

____ 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

NOTE: Certificate of Authorization of Name attached

1348 0396

ARTICLES OF AMENDMENT
OF
DRS. WILSON, SKRABAK AND ASSOCIATES, CHARTERED
CHANGING ITS NAME TO:
ASSOCIATED ANESTHESIOLOGISTS OF CUMBERLAND
VALLEY, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 23, 1991 AT 12:16 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	$

D1330760

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 3 1991

RETURN TO:
RICHARD MCGRORY
MCGRORY & SCHAEFER
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

020C3052706

A 363868

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

3348 0392

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

CINBET WAREHOUSING, INC.

7/24/91 10:33

THIS IS TO CERTIFY:

FIRST: That Philip Statton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the law 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: Cinbet Warehousing, Inc.

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

A. To purchase, lease, hold, develop, improve, mortgage, maintain, operate, sell, exchange or in any manner deal with the property known as Lot 11, Hagerstown Business Park.

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, contract, 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 stocks, 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 imitation 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 Corporations 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.

12068393

3347 2729

FOURTH: The post office address of the principal office of the Corporation in this State is 1859 Virginia Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Patrick Grunberg whose address is 818 Roland Road, Hagerstown, Maryland, who is a citizen of the State of Maryland and actually resides therein. 21740

FIFTH: The total number of shares of common stock which the Corporation shall have authority to issue is 100,000 having a par value of $1.00, having an aggregate par value of $100,000.00.

SIXTH: The Corporation shall have three (3) Directors and said Directors shall act as such until the first annual meeting or until successors are chosen and duly qualified. The number 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 elected and qualified are: Patrick Grunberg, President; John H. Urner, Vice-President; and Philip Statton, Secretary/Treasurer.

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

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 provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter by authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, Philip Statton, have signed these Articles of Incorporation this 24 day of July, 1991.

Philip T. Statton (SEAL)
Philip Statton

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

I HEREBY CERTIFY that on this 24th day of July, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Philip Statton and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Molly J Davis
Notary Public

My Commission Expires:

5-20-95

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	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		_____ 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 7-24-91 # 117535
23		Local Transfer Tax
31	6	_____ Corp. Good Standing HW
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 Urner
207 S. Potomac St.
Hagerstown Md
21740

TOTAL FEES 85 Master card

____1____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

1347 3732

ARTICLES OF INCORPORATION
OF
CINBET WAREHOUSING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24, 1991 AT 10:33 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	$

D3258571

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 3 1991

RETURN TO:
JOHN ARNER
207 S. POTOMAC ST.
HAGERTOWN MD 21740

020C3052572

A 363692

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

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

3347 3739

AT5-060

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

ARTICLES OF AMENDMENT

07-24-91 12:52 P.M.

SHAWLEY'S STATE LINE SUPERIOR LP GAS-SO-FINE, 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 deleting Article SECOND and inserting in lieu thereof the following new Article SECOND:

SECOND: That the name of the Corporation is:

Shawley's Superior LP Gas-So-Fine, Inc.

SECOND: The Charter of the Corporation is hereby amended by deleting the second sentence of Article FOURTH and inserting in lieu thereof the following second sentence:

The resident agent of the Corporation is Sally L. Shawley whose post office address is Rt. 68, St. James, Maryland 21781.

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held May 1, 1991, unanimously adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held May 1, 1991 immediately following the Board of Directors Meeting.

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

THE UNDERSIGNED, President of Shawley's State Line Superior LP Gas-So-Fine, 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.

Attest to Signature
and Corporate Seal:

SHAWLEY'S STATE LINE SUPERIOR
LP GAS-SO-FINE, INC.

Secretary

By: Sally L. Shawley
President

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

I HEREBY CERTIFY, That on this 2nd day of July, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sally L. Shawley, President of Shawley's State Line Superior LP Gas-So-Fine, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of her knowledge, information and belief.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires:
8/1/92

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 09A MA BUSINESS CODE _____ COUNTY 71

#D0394395 ___ 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
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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 28

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: SMS

Name Change (New Name) Stanley's Superior LP Gas So-Fine, 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: G.E. "Chip" Snyder Jr. ESQ.

MAIL TO ADDRESS: Snyder & Poole
28 Jonathan St
Hagerstown, Md. 217

NOTE:

ARTICLES OF AMENDMENT
OF
SHAWLEY'S STATE LINE SUPERIOR LP GAS-SO-FINE, INC.
CHANGING ITS NAME TO:
SHAWLEY'S SUPERIOR LP GAS-SO-FINE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24, 1991 AT 12:52 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	$

D0394395

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
G. E. "CHIP" SNYDER, JR., ESQUIRE
28 JONATHAN STREET
HAGERSTOWN MD 21740

SCANNED OCT 3 1991

020C3052734

A 363893

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.

3349 0511

AT5-060

654 Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

07-25-91 8:17A

1991 JUL 25 A 8:17

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: The undersigned, Lynn F. Meyers, whose Post Office address is 82 West Washington Street, P.O. Box 1267, 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.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Kershner's Water Pump Service, 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 sell, distribute, service, install, repair and replace pumps of all kinds, including water pumps; to sell, distribute, service, install, repair and replace all parts and accessories for such pumps, tanks, filtering systems and all other related mechanisms.

(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.

12063080

(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 Route 4, Box 59, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Donald W. Kershner, Route 4, Box 59, 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 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 his or their successor(s) is (are) duly chosen and qualified are:

Donald W. Kershner
Peggy A. Kershner

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.

0560

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 22nd day of July, A.D., 1991.

WITNESS:

Linda L. Hunt

Lynn F. Meyers

Lynn F. Meyers

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 X Close X 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: SMS

3347 2829

ARTICLES OF INCORPORATION
OF
KERSHNER'S WATER PUMP SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OE MARYLAND JULY 25, 1991 AT 8:17 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3258753

TO THE CLERK OE 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 1991

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

020C3052590

A 363806

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.

2347 2224

Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

J.

ARTICLES OF INCORPORATION
OF
R. A. MORRIS CONSTRUCTION COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Richard A. Morris and Tina M. Morris, whose post office address is 7656 Fairplay Road, Boonsboro, MD 21713; 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 R. A. Morris Construction Company, Inc.

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

Commerical and residential framing.

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

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

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

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 7656 Fairplay Road, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard A. Morris, 7656 Fairplay Road, Boonsboro, MD 21713. 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 one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Richard A. Morris and Tina M. Morris.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of July, 1991.

Nancy E. Horis

Nancy E. Horis

Richard A. Morris

Tina M. Morris

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

I HEREBY CERTIFY, that on this 1st day of July, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard A. Morris and Tina M. Morris and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Horis
Notary Public

My Commission Expires: 4-1-93

662

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 ___ 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	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

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: D. E. "Chip" Snyder, Jr.

MAIL TO ADDRESS: Snyder & Poole, P.A., 28 Jonathan Street
Hagerstown, Md. 21740

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

7349 0032

ARTICLES OF INCORPORATION
OF
R. A. MORRIS CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 25, 1991 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:
$ 20.00	$ 20.00	$

D3259017

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 3 1991

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

020C3052616

A 363825

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.

3349 002

AT5-060

664 Received for Record August 28, 1991 at 1:00 p.m.
Corporation Record Liber 44

COFFMAN HOME FOR THE AGING, INC.

ARTICLES OF AMENDMENT

COFFMAN HOME FOR THE AGING, INC., a Maryland Non-profit Corporation, having its principal office at 1304 Pennsylvania Avenue, Hagerstown, Washington County, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from COFFMAN HOME FOR THE AGING, INC., to COFFMAN NURSING HOME, INC.

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, there being no members of said 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; there being no stockholders of the Corporation.

IN WITNESS WHEREOF, COFFMAN NURSING HOME, 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 July, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of the company, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: COFFMAN NURSING HOME, INC.

Thelma L. Coffman
Thelma L. Coffman, Secretary

BY: Howard S. Kaylor
Howard S. Kaylor, President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
CHARTER DIVISION
7/26/91 8:30 AM

3349 1043

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 09A39 BUSINESS CODE _____ COUNTY 71

D0313957 ___ 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: PM

Name Change (New Name) Coffman Nursing Home, Inc.

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: Omer T. Kaylor, Jr.

MAIL TO ADDRESS: Kaylor & Wantz, Attorneys at Law, 223 West Washington Street Hagerstown, Md. 21740

NOTE:

ARTICLES OF AMENDMENT
OF
COFFMAN HOME FOR THE AGING, INC.
CHANGING ITS NAME TO:
COFFMAN NURSING HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 26, 1991 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	$

D0313957

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
OMER T. KAYLOR, JR.
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

02103052834

A 363987

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

3348 1042

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

FOR

TRI-STATE MASONRY, INC.

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

TRI-STATE MASONRY, INC.

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

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

(1) To engage in the masonry, brick laying, cement contracting business and related businesses.

(2) To purchase, lease, develop and/or otherwise acquire, hold, own, mortgage, manage, pledge, encumber, develop and dispose of all kinds of property, real, personal or otherwise, both in this State and in any part of the world.

(3) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodelling, or otherwise engaging in any work on buildings, road, sidewalks, highways, bridges, or manufacturing plant; and to engage in iron, steel wood, brick, concrete, stone, cement, masonry, and earth

construction, and to execute contracts or to receive assignments of contracts therefor, relating thereto; and also, to manufacture and furnish the building materials and supplies connected with; and to engage in any other lawful purpose and business.

(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 16605 Woburn Road, Sharpsburg, Maryland. 21782 The name and post office address of the Resident Agent of the Corporation in this State is Karen F. Lapole, 16605 Woburn Road, Sharpsburg, Maryland. 21782 Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has the 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 their successors are duly chosen are: Karen F. Lapole and Carroll P. Lapole.

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 other-wise 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 18th day of June, 1991, and I acknowledge the same to be my act.

Edward L. Kuczynski

670

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 228 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: Edward A. Kuczynski

MAIL TO ADDRESS: Kuczynski & Kuczynski
Kuczynski Bldg.
55 N. Jonathan Street
Hagerstown, Md
21740

NOTE:

3349 0531

ARTICLES OF INCORPORATION
OF
TRI-STATE MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1991 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	$

D3261914

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 20 1991

RETURN TO:
KUCZYNSKI & KUCZYNSKI
ATTN: EDWARD L. KUCZYNSKI
55 N. JONATHAN ST.
HAGERSTOWN MD 21740

024C3050011

A 364247

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

7349 0527

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

PREMIER INDUSTRIES, INC.

ARTICLES OF INCORPORATION

FIRST, We, Gerald L Shindle, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795; and William W Palmer, whose post office address is 647 South Potomac Street, Hagerstown, Maryland, 21740; all 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 PREMIER INDUSTRIES, INC.

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

(1) To manufacture or assemble trailers and to engage in any other lawful purposes and/or business incidental thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 647 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are William W Palmer, 647 South Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Million (1,000,000) Shares of the par value of ten cents ($0.10) a share, all of one class, and having an aggregate par value of one hundred thousand ($100,000) dollars.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William W Palmer, whose post office address is 647 South Potomac Street, Hagerstown, Maryland 21740, and Gerald L Shindle, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795, and George F Stotler, whose post office address is Route 1, Box 35A, Fairplay, Maryland 21733.

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 class of stock, whether now or hereafter authorized, or securities convertible into shares of its class of stock, 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.

2348 2358

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 18th day of July, 1991, and we acknowledge the same to be our acts.

WITNESS:

Thomas R. McCall — William W. Palmer
WILLIAM W PALMER

WITNESS:

Thomas R. McCall — Gerald L. Shindle
GERALD L SHINDLE

2348 2359

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 02MN 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 _____

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: _____

THE RETURN ADDRESS OF THE APPROVED ARTICLES OF INCORPORATION SHOULD BE:

GERALD L SHINDLE
2532 VIRGINIA AVENUE
WILLIAMSPORT, MD 21795

✓ Check ____ Cash NO

_____ Documents on _____ checks

APPROVED BY: JMT

3348 2360

ARTICLES OF INCORPORATION
OF
PREMIER INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 22, 1991 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	$

D3260366

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.

RETURN TO:
GERALD L. SHINDLE
2532 VIRGINA AVE.
WILLIAMSPORT MD 21795

022C3052969

A 364072

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3348 2756

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 677

APPROVED FOR RECORD

7-30-91 at 8:50a.m.

1991 JUL 30 A 8:5

ARTICLES OF INCORPORATION
OF
AMERICAN ACCESSORIES, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Carolyn Schnur and Wesley H. Black, whose post office address is 400 Mechanic Street, Hagerstown, MD 21740; 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 American Accessories, Inc.

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

Wholesale and retail sales of automotive accessories.

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

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

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

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 400 Mechanic Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Carolyn Schnur, 400 Mechanic Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Carolyn Schnur and Wesley H. Black.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of July, 1991.

Nancy E. Hais

Carolyn Schnur
Carolyn Schnur

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

I HEREBY CERTIFY, that on this 29th day of July, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Carolyn Schnur and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hais
Notary Public

My Commission Expires: April 1, 1993

Nancy E. Hais

Wesley H. Black
Wesley H. Black

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

I HEREBY CERTIFY, that on this 29th day of July, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wesley H. Black and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hais
Notary Public

My Commission Expires:
April 1, 1993

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 023J 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: A. E. "Chip" Snyder, Jr.

MAIL TO ADDRESS: Snyder + Poole, P.A., Attorneys at Law, 28 Jonathan Street
Hagerstown, Md. 21740

TOTAL FEES ____

49 Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: A

3349 0609

ARTICLES OF INCORPORATION
OF
AMERICAN ACCESSORIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 30, 1991 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	$

D3262086

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 20 1991

RETURN TO:
SNYDER & POOLE, P.A.
G. E. "CHIP" SNYDER
28 JONATHAN ST.
HAGERSTOWN MD 21740

024C3050028

A 364261

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

3349 [illegible]

682 Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

HOLLYWOOD WEIGHT LOSS CLINIC, INC.

APPROVED FOR RECORD

ARTICLES OF INCORPORATION 7-30-91 at 10:28 A.m.

ARTICLE 1: The UNDERSIGNED, DAYTON CRABTREE Sr.and JACQUELINE CRABTREE and WILLIAM DICKINSON and JOHN POFFENBERGER each being at least (21) years of age, do hereby proclaim that they are forming a closed corporation, under and by the virtue of the general laws of the State of Maryland.

ARTICLE 2: The name of the corporation (which is hereinafter called the Corporation), is HOLLYWOOD WEIGHT LOSS CLINIC, 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 loose weight.

B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or 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, manufactures, buyers and sellers of, dealers in, importers

1991 JUL 30 A 10:28

12118347 3349 0039

and exporters of, natural products, raw materials, manufactured products and marketable goods, wares, and merchandise of every description.

E. To purchase rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership, or individual, (including the Estate of an descendent) 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 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 the law, and to accept in return therefore, property, cash, bonds, stocks, or other things of value.

H. To borrow, or raise money for the Corporation and to issue notes, bonds, debentures or other obligations of any nature, and any manner permitted by law for money so borrowed, or for 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 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 whose stock or securities it shall have an interest.

J. To carry on any other business which may seem to the Corporation to be calculate directly or indirectly, to effectuate the aforesaid objects, or any of them or any part of them, for the transaction of any other business 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 aforesaid 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 amendment thereto and shall 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 obligation 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 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 any 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 the furtherance and not limitation of the general powers conferred by law upon corporations; and it is not intended by the mention 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 , 740 Robinwood Drive, Hagerstown, Maryland 21740. The resident agent of the Corporation is DAYTON CRABTREE Sr.whose post office address is Rt. 4 Box 127, Mt. Tabor Rd. Hagerstown, Maryland 21740

Said resident agent is an individual, actually residing in the state.

ARTICLE 5: I do hereby further certify that the total amount of the authorized stock of this Corporation is One Thousand (1,000) share 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 the 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 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 the 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 its own behalf or on the 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 shall have any liability by reason of such interests.

ARTICLE 7: The number of directors of the Corporation shall be three (3) which may be increased or decreased pursuant to the By-laws

of the Corporation, but shall never be less than (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. DAYTON W. CRABTREE Sr.	Rt. 4 BOX 127 Mt. TABOR Rd. HAGERSTOWN, MD. 21740
2. JACQUELINE F. CRABTREE	Rt. 4 BOX 127 Mt. TABOR RD. HAGERSTOWN, MARYLAND 21740
3. WILLIAM DICKINSON	Rt. 3 BOX 104 B MARTINSBURG, W.Va. 25401
4. JOHN POFFENBERGER	Rt. 3 BOX 104 B MARTINSBURG, W.Va. 25401

ARTICLE 8: The duration of the Corporation shall be perpetual and the Corporation shall be considered a closed Corporation

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 October 1991, and on the first Saturday in March 1992, 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 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.

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 29th day of July, 1991.

Witness as to all:

Dayton W. Crabtree Sr.
DAYTON W. CRABTREE Sr.

William Dickinson
WILLIAM DICKINSON

Jacqueline F. Crabtree
JACQUELINE F. CRABTREE

John M. Poffenberger
JOHN POFFENBERGER

STATE OF MARYLAND
SS:
COUNTY OF Washington

I HEREBY CERTIFY that on this 29th day of July, 1991 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared,
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.

Mary Lee Munson

My Commission Expires 2/1/94

3349 mua

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: _____

MAIL TO ADDRESS: J Crabtree
Rt 4 Box 127
Mt. Tabor Rd
Hagerstown, Md 21740

TOTAL FEES _____

40 Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
HOLLYWOOD WEIGHT LOSS CLINIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 30, 1996 AT 10:28 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	$

D3261609

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 20 1996

RETURN TO:
J. CRABTREE
RT. 4, BOX 127, MT. TABOR RD.
HAGERSTOWN MD 21740

023C3053063

A 364172

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

7749 003

694 Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

8-6-91 at 8:38a.m.

ARTICLES OF AMENDMENT

Barnes and Barnes Drywall Contractors, Inc., a Maryland corporation
(Name of Corporation)

hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

*****See Attached Sheet******

12188284

attach second sheet for further amendments)

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/members of the corporation.

USE WHEN AMENDMENT INCREASES AUTHORIZED STOCK:

THIRD: (a) The total number of shares of all classes of stock of the corporation heretofore authorized, and the number and par value of the shares of each class, are as follows: N/A

I the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

Secretary

President

301-225-1340 2636

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

It is in the interest of Joe P. Barnes and Stephen Barnes to form a Close Corporation. The Close Corporation's name will be as follows:

Barnes and Barnes Drywall Contractors, Inc.

The undersigned:

Joe P. Barnes
326 Lanafield Circle
Boonsboro, MD 21713

Stephen Barnes
326 Lanafield Circle
Boonsboro, MD 21713

being at least eighteen years of age, do hearby form a Close Corporation under the general laws of the state of Maryland.

The name of the Close Corporation (which is hereafter called, the corporation) is Barnes and Barnes Drywall Contractors, Inc.

The purpose of the corporation is to provide drywall and related commercial and residential services. In addition, the corporation shall have the power to:

a) enter into partnership agreements with other corporation and individuals, make, perform, and carry out contracts of every kind for any lawful purpose with any person or firm, association or corporation;

b) purchase or otherwise acquire, sell, dispose of and deal in real and personal property of all kinds;

c) in general, carry on any other incidental business in connection with the foregoing, whether service or otherwise, and to have and to exercise all powers conferred by the laws of Maryland upon corporations of this charter.

The address of the registered office is 326 Lanafield Circle, Boonsboro, MD 21713. The name of the county in which the registered office is located is the County of Washington, Maryland. The name of the registered agent at such address is Joe P. Barnes who is a resident of Maryland and who is a director of the corporation and whose business address is the same as the registered office of the corporation.

The total number of shares which the corporation shall have authority to issue and the par value per share are as follows:

Number of shares (Common)	1,000
Par value	$1.00

The number of directors of the corporation shall be (2) which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than (3) stockholders, the number 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 P. Barnes and Stephen Barnes.

The duration of the corporation shall be perpetual.

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.

IN WITNESS WHEREOF, We have undersigned these amended articles of incorporation on Aug 5 th, 1991 and severally acknowledge the same to be our act.

Joe P. Barnes

Joe P. Barnes

Stephen Barnes

Stephen Barnes

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 BV BUSINESS CODE _____ COUNTY 71

D 3109550 ___ 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: Joe Barnes
326 Lansfield Circle
Boonsboro, Md
21713

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: RO

3351 2639

ARTICLES OF AMENDMENT
OF
BARNES AND BARNES DRYWALL CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1991 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	$

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.

MAILED NOV 20 1991

RETURN TO:
JOE BARNES
326 LANAFIELD CIRCLE
BOONSBORO MD 21713

031C3051015

A 365013

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3351 2635

Received for Record October 2, 1991 at 10:00 a.m. DEPARTMENT OF ASSESSMENTS AND TAXATION
Corporation Record Liber 44

APPROVED FOR RECORD 699
8-8-91 at 9:01 a.m.

1991 AUG -8 A 9:01

ARTICLES OF INCORPORATION

OF

DEVELOPMENTAL THERAPY, INC.
A Maryland Close Corporation
Organized Pursuant to Title 4 of the Corporations
and Associations Article of the Annotated Code of Maryland
****

I, the undersigned, Brett W. Wilson, the Incorporator, being at least eighteen (18) years of age, and whose Post Office address is 317 Crusader Road, Cambridge, Maryland 21613, desire to form a corporation under the General Laws of the State of Maryland and do hereby certify:

FIRST: The name of the Corporation is:

DEVELOPMENTAL THERAPY, INC.

SECOND: 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.

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

1. To provide occupational therapy services to the general public including evaluation, counselling, training and treatment.

2. To such extent as a Corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, either as principal or agent, and either alone or in conjunction with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper, for or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property; and, in general, to do any and all things and exercise any and all powers, rights, and privileges which the corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto or substituted therefor.

3. The enumeration herein of the purposes for which the corporation is formed shall be construed also as the powers which the corporation is expressly authorized to exercise; provided, however, that the enumeration of particular powers of this corporation shall not be construed to limit or restrict any powers otherwise conferred upon the corporation under the General Laws of the State of Maryland, now or hereafter in force.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 727 Main Street, P.O.

3251 17

12208255

Box 327, Sharptown, Maryland 21861.

FIFTH: The Resident Agent of the Corporation is Michele Geballa Chamberlain who is a citizen of and actually resides in the State of Maryland. Her address is 727 Main Street, P.O. Box 327, Sharptown, Maryland 21861.

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, namely, Michele Geballa Chamberlain.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of August, 1991, and I acknowledge the same to be my act.

WITNESS: Donna Faye Bartlett

INCORPORATOR: Brett W. Wilson (SEAL)

3351 1787

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 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
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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: Brett W. Wilson

MAIL TO ADDRESS: Wilson & Collison, P.A., Attorneys and Counselors at Law 317 Crusader Road Cambridge, Md. 21613

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3351 1788

ARTICLES OF INCORPORATION
OF
DEVELOPMENTAL THERAPY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 8, 1991 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	$

D3267069

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:
WILSON & COLLISON, P.A.
ATTN: BRETT W. WILSON
317 CRUSADER RD.
CAMBRIDGE MD 21613

031C3050910

A 364828

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3351 1785
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1991.

*** ***** ***

ARTICLES OF INCORPORATION

OF

KENPORT ENTERPRISES, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, KENARD JOSEPH McKENZIE, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

KENPORT ENTERPRISES, INC.

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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

follows:

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 13802 Cardinal Drive, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Kenard Joseph McKenzie, whose post office address is 13802 Cardinal Drive, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

O. KAZARY
/EY AT LAW
REENE ST.
RLAND, MD
1502

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

SIXTH: The Corporation shall have one (1) director, namely, Kenard Joseph McKenzie, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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, subject, however, to the restrictions upon issuance of securities as set forth in Corporations and Associations Article of the Annotated Code of Maryland Section 4-502.

B. The Board of Directors shall have power, from time to time to

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights 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 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.

T O. KAZARY
NEY AT LAW
REENE ST.
RLAND, MD
21502

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

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

F. 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 unanimous asset of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting as required under Corporations and Associations Article of

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

the Annotated Code of Maryland Section 4-504.

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. 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 rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. All actions required to be voted upon by the Stockholders shall be made pursuant to CA Section 4-504.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this

O. KAZARY
EY AT LAW
REENE ST.
RLAND, MD
1502

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; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall 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, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. 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, or 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

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

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 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 in 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 attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the

T O. KAZARY
NEY AT LAW
REENE ST.
RLAND, MD
21502

performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he 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.

(4) Any indemnification under Paragraphs 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 circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

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

(7) Any indemnification pursuant to this Article 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.

T O. KAZARY
NEY AT LAW
GREENE ST.
ERLAND, MD
21502

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 9th day of August, 1991.

WITNESS:

Shannon Lee Stott

Kenard Joseph McKenzie (SEAL)
KENARD JOSEPH McKENZIE

STATE OF MARYLAND
ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 9th day of August, 1991, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared KENARD JOSEPH McKENZIE and acknowledged the aforegoing Articles of Incorporation to be his respective act.

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

Shannon Lee Bishop
NOTARY PUBLIC

My Commission Expires: 11-27-93

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

714

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 023J 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: Robert Owen Kazary, Attorney at Law, One Plum Court 127 Greene Street Cumberland, Md. 21502

✓ Check ___ Cash

NOTE: 777-8822

_____ Documents on _____ checks

APPROVED BY: JMT

3353 0614

ARTICLES OF INCORPORATION
OF
KENPORT ENTEPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 12, 1991 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	$

D3271699

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:
ROBERT OWEN KAZARY, ATTORNEY AT LAW
ONE PLUM COURT
127 GREEN ST.
CUMBERLAND MD 21502

MAILED NOV 20 1991

036C3051565

A 365469

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.

3353 0602

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

ROTARY CLUB OF BOONSBORO, MARYLAND, INC.

ARTICLES OF INCORPORATION

FIRST: I, George Edward Messner, whose Post Office address is 33 North Main Street, Boonsboro, Maryland 21713, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is **Rotary Club of Boonsboro, Maryland, Inc.**

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

(a) To organize and maintain a community service club under the auspices and guidelines of Rotary International.

(b) The Corporation is organized exclusively for educational, societal 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 Code), and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, all to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes of any of them, any property, real personal or mixed, without limitation as to amount of value,

except such limitations, if any, as may be imposed by law, to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with an expend to 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 persons or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code 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 provision of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is c/o George Edward Messner, 33 North Main Street, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is George Edward Messner, 33 North Main Street, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be no more than ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: George Edward Messner, Lucinda Beard, and Teri M. Baker.

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 candidate for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption

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

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

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

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

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

(d) The Corporation shall not make any

investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of August, 1991, and I acknowledge same to be my act.

George Edward Messner

George Edward Messner

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 72

#_____ ____ 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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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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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 075

ATTENTION: Linda L. Punt

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3351 2919

724

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF BOONSBORO, MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 12, 1991 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:
$ 20.00	$ 20.00	$

D3267911

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

032C3051089

A 365067

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.

3351 2911

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

HBB, LTD.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 31st day of July, 1991, by and between HBB, LTD., a Maryland corporation ("Transferor"), and BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC., a Maryland corporation ("Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor has, by an Asset Purchase Agreement, dated as of July 8, 1991 (the "Agreement")(which Agreement is incorporated by reference herein) agreed to sell, assign and transfer substantially all of its property and assets to Transferee, his heirs and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are Booksellers of Fountainhead Plaza, Inc., a Maryland corporation, 1905 Pennsylvania Avenue, Hagerstown, MD 21740.

THIRD: The name and state of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is HBB, Ltd., a corporation organized under the laws of he State of Maryland.

Transferee is Booksellers of Fountainhead Plaza, Inc. a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and the amount of the consideration to be paid by Transferee for the property and assets hereby transferred to him, as set forth in Article EIGHTH herein, is twenty thousand ($20,000.00) dollars, to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement.

FIFTH: The principal office of the Transferee in the State of Maryland is 1905 Pennsylvania Avenue, Hagerstown, MD 21740.

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

SEVENTH: As to Transferee, the Board of Directors of Transferee, by unanimous written informal action signed by all members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the purchase 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 by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of the sum of twenty thousand ($20,000.00) dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee all of Transferor's inventory, furniture and equipment.

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

IN WITNESS WHEREOF, HBB, Ltd. and Booksellers of Fountainhead Plaza, 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 its secretary or an assistant secretary as of this 31st day of July, 1991.

Attest:

J. Edward Beck, Jr..
Secretary

HBB, LTD.

By: H. Eugene Bayer

H. Eugene Bayer,
Vice-President

Attest:

BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

By: Asad M. Ghattas, Pres.

Asad M. Ghattas
President

THE UNDERSIGNED, Vice-President of HBB, Ltd., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certifcate is 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.

H. Eugene Bayer

H. Eugene Bayer,
Vice-President

THE UNDERSIGNED, President of Booksellers of Fountainhead Plaza, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certifcate is 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.

Asad M. Ghattas

~~H. Eugene Bayer,~~
~~Vice-President~~
ASAD M. GHATTAS,
PRESIDENT

728

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 123.0 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~
(Transferor)
HBB, Ltd.
D2656486
03/71

~~Surviving~~
(Transferee)
Booksellers of Fountainhead Plaza, Inc.
D 3256773
71

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)
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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 045

ATTENTION Laurence E. Fisher

MAIL TO ADDRESS: _____

TOTAL FEES 50

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3353 0712

ARTICLES OF TRANSFER
OF
HBB, LTD.
(A MD CORP.) TRANSFEROR
AND
BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 14, 1991 AT 3:16 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	$

D3256773

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 20 1991

RETURN TO:
MILES & STOCKBRIDGE
L. FISHER
10 LIGHT STREET
BALTIMORE MD 21202

036C3051595

A 365488

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

3353 0708

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

CERTIFICATE OF CORRECTION

OF

HANCOCK OUTFITTERS, INC.
(A Close Corporation)

HANCOCK OUTFITTERS, INC., a Maryland corporation, having its principal office in Hancock, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: This Certificate of Correction corrects the Articles of Incorporation of the Corporation (hereinafter referred to as the "Articles").

SECOND: The name of the sole party to the Articles is Kenneth J. Mackley (Name of Incorporator) for and on behalf of HANCOCK OUTFITTERS, INC.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation of Maryland on July 16, 1991.

FOURTH: As previously filed, the second sentence of Article FIFTH of the Articles stated: The name and post office address of the resident agent of the Corporation in this State are Michael A. Luiperspeck, 1224 Glenwood Avenue, Hagerstown, Maryland, 21742.

FIFTH: The second sentence of Article FIFTH of the Articles is hereby corrected to state: The name and post office address of the resident agent of the Corporation in this State are Michael A. Luipersbeck, 1224 Glenwood Avenue, Hagerstown, Maryland, 21742.

SIXTH: As previously filed, the second sentence of Article SEVENTH of the Articles stated: Michael A. Luiperspeck will serve as director until the election to have no board of directors becomes effective.

SEVENTH: The second sentence of Article SEVENTH of the Articles is hereby corrected to state: Michael A. Luipersbeck will serve as director until the election to have no board of directors becomes effective.

EIGHTH: This Certificate of Correction does not:

(1) Alter the wording of any resolution which was adopted by the Board of Directors or the stockholders of any party to the Articles; or

(2) Make any other change or amendment which would not have complied in all respects with the requirements of the Corporations and Associations Article of the Annotated Code of Maryland at the time the Articles were filed; or

(3) Change the effective date of the Articles; or

(4) Affect any right or liability accrued prior to the filing hereof, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by the filing of this Certificate of Correction if the person having the right has not detrimentally relied on the Articles before said correction.

IN WITNESS WHEREOF, I, the incorporator of HANCOCK OUTFITTERS, INC., have signed this Certificate of Correction this 16th day of August, 1991, and I acknowledge the same to be my act.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley

Kenneth J. Mackley, Incorporator

732

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 17 MA BUSINESS CODE 03 COUNTY 71

#D3253028 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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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: K. J. Mackley, ESQ.

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

TOTAL FEES 17

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JMT

3353 2842

CERTIFICATE OF CORRECTION
OF
HANCOCK OUTFITTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 19, 1991 AT 10:07 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	$

D3253028

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
K. J. MACKLEY, ESQUIRE
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

MAILED NOV 20 1991

038C3051995

A 365787

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

3353 287

734 Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

08-21-91 at 8:41 A.m.

ARTICLES OF AMENDMENT
FOR
HARDWARE DISCOUNTERS, INC.

Hardware Discounters, Inc., Maryland Corporation, having its principal office at 449 North Potomac Street, Hagerstown, Maryland (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by 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 449 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is John L. Brallier, 449 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: By written informal action, unanimously taken by the Board of Directors 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, Hardware Discounters, 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 July, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Hardware Discounters, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Secretary

HARDWARE DISCOUNTERS, INC.

BY: President

1991 AUG 21 A

12338256

3354 0116

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 03 COUNTY 77

#D2966166 ___ 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: 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: JMT

3354 0117

ARTICLES OF AMENDMENT
OF
HARDWARE DISCOUNTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1991 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	$

D2966166

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
MICHAEL G. DAY, ESQUIRE
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

038C3052050

A 365840

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. 3354 0115

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
08-21-91 at 9:00A.m.

ARTICLES OF AMENDMENT

EAKLES MILL BAPTIST CHURCH, INC.

EAKLES MILL BAPTIST CHURCH, INC., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corproation"), hereby certifies to the State Department of Assessment and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article Second:

SECOND: The name of the congregation and of the corporation shall be EAKLES MILL BAPTIST CHURCH, INC.

and inserting in lieu thereof the following:

SECOND: The name of the congregation and of the corporation shall be **Greenbrier Baptist Church Inc.**

SECOND: The Trustees of the Corporation at a meeting duly convened and held on the 13th day of March, 1991 adopted a resolution in which was set forth the aforegoing amendment to the Charter; and also unanimously approved by the Congregation as per the attached letter.

We, the undersigned Trustees who approved the Resolution adopting the foregoing amendment, acknowledge in the name and on behalf of said Corporation, the foregoing Amendment to be the Corporate act of said Corporation, this 30th day of July, 1991.

George M. Snyder, Head Trustee (SEAL)

Charles Geiser, Trustee (SEAL)

William Henneberger, Trustee (SEAL)

The undersigned, Pastor of the meeting of the members, certify to the best of my knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are in all material respect, under the penalties of perjury, this 30th day of July, 1991.

Jay P. Hurley, Pastor (SEAL)

1991 AUG 21 A 9:00

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

RECEIVED
91 AUG 14 PM 1 45
STATE DEPT. OF ASSESSMENTS & TAXATION

12338271

Eakles Mills Baptist Church Seal 1974

[redacted] 3354 04

EAKLES MILLS BAPTIST CHURCH INC.
20810 National Pike
Boonsboro, Md. 21713

April 1, 1991

Mr. David Poole Jr.
28 Jonathan St.
Hagerstown, Md. 21740

Dear Mr. Poole:

The congregation of Eakles Mills Baptist Church Inc. located at 20810 National Pike, Boonsboro, Md. conducted their monthly business meeting on March 13, 1991. During that meeting the congregation unanimously voted to change the name of the church to Greenbrier Baptist Church Inc. and to retain you as attorney to conduct this matter.

The congregation gives you permission to amend our charter and take the necessary steps to complete the changes.

Sincerely,

Rebecca Snyder

Rebecca Snyder
Church Secretary

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 16 COUNTY 71

#D0538124 ___ 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) Greenbrier Baptist Church 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: David K. Poole Jr.

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

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JMT

3354 2106

ARTICLES OF AMENDMENT
OF
EAKLES MILL BAPTIST CHURCH, INC.
CHANGING ITS NAME TO:
GREENBRIER BAPTIST CHURCH INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1991 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	$

D0538124

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 20 1991

RETURN TO:
SNYDER & POOLE
DAVID K. POOLE, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

041C3052402

A 366239

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

3354 2102

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

HOT LINE REACT TEAM # 4086, INC.
A Non-Profit Corporation

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Carl E. Brumage, whose post office address is 56 Oakleigh Way, Hagerstown, Maryland 21740; Ann Renner, whose post office address is Route 3, Box 76, Williamsport, Maryland 21795; Charles E. Paul, whose post office address is 61 Madison Avenue, Hagerstown, Maryland 21740; Shirley Lee Elliott, whose post office address is 107 East Franklin Street, Hagerstown, Maryland 21740; and Jesse E. Miles, whose post office address is 14515 National Pike, Clear Spring, Maryland 21722, each 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 HOT LINE REACT TEAM # 4086, 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 beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 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 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 develop the use of the Citizens Band Radio Service as an emergency aid to individuals; (ii) To establish 24-hour volunteer monitoring of emergency calls from Citizens Band Service licensees and to report such calls to the appropriate emergency authorities; (iii) To promote highway safety by developing programs for providing information and communications assistance to motorists; (iv) To coordinate efforts with and provide communications help to other groups, e.g., Red Cross, Civil Defense, and local public authorities, in emergencies and disasters; (v) To develop and administer public information projects demonstrating and publicizing the potential benefits and the proper use of Citizens Band Radio Service to individuals, organizations, and industry; and (vi) To encourage participation in citizens crime prevention programs where established by appropriate law enforcement agencies.

FOURTH: The post office address of the principal office of the Corporation in this State is 56 Oakleigh Way, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Carl E. Brumage, 56 Oakleigh Way, 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 five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Carl E. Brumage, Ann Renner, Shirley Lee Elliott, Charles E. Paul, and Jesse E. Miles.

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 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

ELEVENTH: 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, We have signed these Articles of Incorporation this 19th day of August, 1991, and we acknowledge the same to be our act.

WITNESS:

Russ Robinson

Carl E. Brumage

Carl E. Brumage

Carl E. Brumage

Carl E. Brumage

Carl E. Brumage (SEAL)
Carl E. Brumage

Ann Renner (SEAL)
Ann Renner

Charles E. Paul Jr. (SEAL)
Charles E. Paul

Shirley Lee Elliott (SEAL)
Shirley Lee Elliott

Jesse E. Miles (SEAL)
Jesse E. Miles

746

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
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63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
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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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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: Russ Robinson III
152 W. Wash St
Hagerstown, Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JD

3354 1872

ARTICLES OF INCORPORATION
OF
HOT LINE REACT TEAM #4086, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 22, 1991 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	$

D3275633

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 20 1991

RETURN TO:
RUSS ROBINSON, III
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

041C3052361

A 366201

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.

3354 1866

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
08-23-91 at 8:41 A.M.

ARTICLES OF INCORPORATION
OF
BUCCERI COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Frank J. Bucceri, whose post office address is 556 Virginia Avenue, 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 Bucceri Company, Inc.

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

Project management and construction consulting services.

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

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

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

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 556 Virginia Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Frank J. Bucceri, 556 Virginia Avenue, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

1991 AUG 23 A 8:41

12358227 354 1492

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Frank J. Bucceri.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of AUGUST, 1991.

Nancy E. Hors

Frank J. Bucceri

STATE OF MARYLAND, COUNTY OF WASHINGTON, 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 Frank J. Bucceri and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hors
Notary Public

My Commission Expires:
APRIL 1, 1993

3354 1493

750

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	8	1 Certified Copy 2
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 48

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: JMT

3354 1494

ARTICLES OF INCORPORATION
OF
BUCCERI COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 23, 1991 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	$

D3274925

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: E.E. CHIP SNYDER, JR., ESQ.
28 JONATHAN ST.
HAGERSTOWN MD 21740

041C3052290

A 366136

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2254 1491

752 Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

VENEZIA CORPORATION

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

FIRST: I, Michele Schiano Di Cola, whose post office address is 104 Holiday Drive, Smithsburg, Maryland 21783, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

VENEZIA CORPORATION

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4.

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

(1) to provide and sell food and beverages to the general public; 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 located at 104 Holiday Drive, Smithsburg, Washington County, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Dana Schiano Di Cola, 104 Holiday Drive, Smithsburg, Washington County, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 500 shares of common stock, of par value of $1.00 a share, and having an aggregate par value of $500.00.

SEVENTH: Not Applicable.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michele Schiano Di Cola, whose post office address is 104 Holiday Drive, Smithsburg, Maryland 21783, and Dana Schiano Di Cola, whose post office address is 104 Holiday Drive, Smithsburg, Maryland 21783.

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.

(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 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.

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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 22ND day of AUGUST, 1991, and severally acknowledge the same to be my acts.

Gerald L. Shindle
WITNESS

Michele Schiano di Cola
MICHELE SCHIANO DI COLA

3354 1580

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	~~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 _____
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54		For. Supplemental Cert.
53		Foreign Resolution
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76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
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23		Local Transfer Tax
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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: Michele Schiano Di Cola

MAIL TO ADDRESS: 104 Holiday Drive Smithsburg, MD 21783

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3354 1581

ARTICLES OF INCORPORATION
OF
VENEZIA CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 23, 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	$ 20.00	$

D3275088

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 20 1991

RETURN TO:
MICHELE _ SCHIANO DI COLA
104 HOLDAY DR.
SMITHSBURG MD 21783

041C3052306

A 366152

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. 3354 1577

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

RESOLUTION OF THE BOARD OF DIRECTORS
OF
ROSECROFT VILLAGE HOMEOWNERS ASSOCIATION, INC.

We, the undersigned, being all of the Directors of Rosecroft Village Homeowners Association, Inc., in lieu of a Special Meeting of the Directors, pass the following Resolutions pursuant to Section 2-505 of the Annotated Code of Maryland, it is hereby

RESOLVED, that the corporation authorizes the change of the principal office of Rosecroft Village Homeowners Association, Inc. from 14324 Old Marlborough Pike, Upper Marlboro, Maryland 20772 to 137 Highway 925 South, Waldorf, Maryland 20602.

RESOLVED, that the corporation authorizes the change of the resident agent of Rosecroft Village Homeowners Association, Inc. from Thomas H. Haller, 14324 Old Marlborough Pike, Upper Marlboro, Maryland 20772 to Wayna R. Gerhardt, 137 Highway 925 South, Waldorf, Maryland 20602.

RESOLVED, That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incidents thereto.

Date: _____

RECEIVED
'91 AUG 26 PM
STATE DEPT. OF ASSESSMENTS & TAXATION
12598003

Freda G. Fuller (Pres)
Director

(VP)
Director

_____
Director

Director

Director

I hereby certify that this is a true and correct copy of the original resolution.

Freda G. Fuller
President

8-26-91 1:56 P.m.

758

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 70 BUSINESS CODE _____ COUNTY 71

D1907096 ___ 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
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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
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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 161

ATTENTION: Stacy

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

✓ Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: DJ

3355 0994

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
ROSECROFT VILLAGE HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 26, 1991 AT 1:56 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	$

D1907096

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 20 1991

RETURN TO:
HARBOR CITY RESEARCH
STACY
P. O. BOX 604
BALTIMORE MD 21203

044C3052681

A 366547

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

3355 0992

760 Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8-27-91 at 9:00 a.m.

CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION, INC.

ARTICLES OF REVIVAL

CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION, INC., a Maryland Corporation having its principal office in Clear Spring, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessment 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 CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION, INC., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 211, Clear Spring, Maryland 21722 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 David E. Wiles, Box 37, Clear Spring, Maryland 21722. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all of this 12th day of August, 1991.

ATTEST:

Rose M. McDonald
Secretary

Seal

CLEAR SPRING DISTRICT
HISTORICAL ASSOCIATION, INC.

By: David E. Wiles
David E. Wiles
President

THE UNDERSIGNED, the latest acting President and Secretary of CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION, INC., who executed the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: August 22, 1991

David E. Wiles
David E. Wiles
President

Rose M. McDonald
Secretary

Seal

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, David E. Wiles, last acting President of CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION, INC., hereby declare that the previously mentioned corporation has paid all State and local taxes except 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.

David E. Wiles

David E. Wiles

I hereby certify that on this 22nd day of August, 1991 before me , the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared David E. Wiles, last acting President of the Clear Spring District Historical Association, Inc. 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.

LISA SHANK POOLE NOTARY PUBLIC WASHINGTON CO., MD

Witness my hand and notarial seal:

Lisa Shank Poole

Notary Public

My Commission Expires: May 1, 1994

3355 1214

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 18MA BUSINESS CODE 04 COUNTY 11

D1162734 ___ 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)
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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
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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21		Recordation Tax
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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 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: Clear Spring District Historical Association Inc.
PO Box 211
Clear Spring Md
21722

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: Jo

3355 1215

THE ARTICLES OF REVIVAL
OF
CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1991 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

D1162734

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:
CLEAR SPRING DISTRICT HISTORICAL
ASSOCIATION, INC.
P. O. BOX 211
CLEAR SPRING MD 21722

044C3052737

A 366590

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

3355 1210

Received for Record October 2, 1991
at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-27-91 at 9.00 a.m.

ARTICLES OF VOLUNTARY DISSOLUTION

BINGO CITY, 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 of the Corporation in the State of Maryland is 2350 Virginia Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Carolyn Jones, 12 Clubhouse Drive, Hagerstown, Maryland 21740.

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

Carolyn Jones
12 Clubhouse Drive
Hagerstown, Maryland 21740

Vicki Hamilton
8913 Early April Way
Columbia, MD 21043

Kent McCumbee
504 Harrison Avenue
Berkley Springs, WV 25411

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

Carolyn Jones
President
12 Clubhouse Drive
Hagerstown, Maryland 21740

Vicki Hamilton
Secretary
8913 Early April Way
Columbia, MD 21043

Kent McCumbee
Treasurer
504 Harrison Avenue
Berkley Springs, WV 25411

12278465

3355 1152

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, BINGO CITY, 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 7th day of August, 1991 and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of BINGO CITY, 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:

Vicki Hamilton

Vicki Hamilton, Secretary

BINGO CITY, INC.

Carolyn Jones

Carolyn Jones, President

3355 115

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

May 31, 1991

BINGO CITY, INC.
D2800555

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

BINGO CITY, INC.

have been paid to and including the fiscal year July 1, 1990 through June 30, 1991.

Todd L. Hershey, Treasurer
Washington County, Maryland

3355 1 55

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

BINGO CITY, INC.

have been paid.

WITNESS my hand and official seal this

13TH day of JUNE A.D. 19 91.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

RECEIVED JUN 17 1991

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

PS-409

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 19 m.A. BUSINESS CODE 03 COUNTY 71

#D2800555 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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63		Rec. Fee (Merger or Consolidation)
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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: Law Offices
Oliver J. Cefka, Jr, P.A.
210 N. Patrick Street
Suite 2
Frederick, Md. 21701

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks (40.00+10.00)

APPROVED BY: JMT

0355 1167

THE ARTICLES OF DISSOLUTION
OF
BINGO CITY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1991 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

D2800555

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:
OLIVER J. CEJKA, JR., P.A.
210 W. PATRICK ST., STE. 2
FREDERICK MD 21701

MAILED NOV 20 1991

044C3052724

A 366580

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.

3355 1152

Received for Record October 2, 1991 at 10:00 a.m. ... OF ASSESSMENTS AND TAXATION
Corporation Record Liber 44

772

APPROVED FOR RECORD
8-27-91 at 9:08 A. .m.

ARTICLES OF INCORPORATION
OF
ERNEST L. MILLER MASONRY, INC.
(A Close Corporation)

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 **ERNEST L. MILLER MASONRY, 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 masonry 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 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 #6, Box 97X, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are

12398135 3355 0290

Ernest L. Miller, Route #6, Box 97X, 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 (10,000) shares of the par value of Ten Dollars ($10.00) per share, all of single 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. Ernest L. Miller 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 26th day of August, 1991.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 26th day of August, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1995

774

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	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 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 48

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, Gilbert & Marks
35 E. Washington St.
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMP

3355 0292

ARTICLES OF INCORPORATION
OF
ERNEST L. MILLER MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1991 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	$

D3276771

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: K.J. MACKLEY
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

043C3052547

A 366334

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3355 0289

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8-27-91 at 1:31 p.m.

RECEIVED
'91 AUG 27 PM 1 31
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

MKS MANAGEMENT COMPANY, INC.

FIRST: I, Laurence E. Fisher, 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 MKS Management Company, Inc.

THIRD: The purposes for which the Corporation is formed are (1) to act as a general partner of one or more limited partnerships formed to acquire, manage and develop real property and (2) to engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law that are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 435 East Baltimore Street, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Richard E. McCleary, 435 East Baltimore Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock that 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.

12408374 3355 0774

SIXTH: The number of Directors of the Corporation shall be three, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Richard E. McCleary, Harry E. Knode and Thomas H. Shank.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. 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 applicable from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law, as applicable 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 of Directors. 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 the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act this 27th day of August, 1991.

Laurence E. Fisher

Laurence E. Fisher

c:LEF\MCCLEARY\LEFREM1.ART

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 _____

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: Larry Fisher

MAIL TO ADDRESS: _____

TOTAL FEES 70

___ ✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMB

3355 0777

ARTICLES OF INCORPORATION
OF
MKS MANAGEMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1991 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	$ 20.00	$

D3277605

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 NOV 20 1991

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LARRY FISHER
10 LIGHT STREET
BALTIMORE MD 21202

044C3052629

A 366505

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. 3355 0773

Received for Record October 2, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

08-28-91 at 8:52 A.m.

PROFESSIONAL INVESTIGATIVE PROCESS SERVICE, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button whose post office 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 called the "Corporation") is Professional Investigative Process Service, 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 furnish the services of guards, detectives, escort, process servers, messengers, investigators, and collectors of information.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended form time to time. To devise, put into oepration, and conduct ways, systems, and methods for the prevention and detection of crime and the apprehension and arrest of criminals, for the recovery of lost or stolen property, for the finding of missing persons, documents, or goods, for investigating and reporting upon the habits, character, doings, reliability, credit, or financial condition of persons, firms, associations or corporations. Generally to do all things commonly done by private detectives and by credit and mercantile reporting agencies.

FIFTH: The post office address of the principal office of the Corporation in this State is 601 Salem Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation is Nancy Reamey, 601 Salem Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

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

1992 AUG 28 A 8:52

12408263

3355 0599

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 Beth Friedman.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of June, 1991 and I acknowledge the same to be my act.

Barbara Hutton
Witness

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: _____

MAIL TO ADDRESS: Edward N. Button, ESQ.
44 N. Potomac St
Ste. 104
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3355 0600

ARTICLES OF INCORPORATION
OF
PROFESSIONAL INVESTIGATIVE PROCESS SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 28, 1991 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	$

D3277324

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.

NOV 20 1991

RETURN TO:
EDWARD N. BUTTON, ESQ.
44 N. POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

044C3052601

A 366479

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.

3355 0597

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9-25-91 at 10:55 a.m.

THE BOOK STORE ETC, INC.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

FIRST: The undersigned, Pamela K. Reed, whose post office address is Rt 6, Box 61, 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 call the Corporation) is **THE BOOK STORE ETC, 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:

To sell at retail and wholesale levels all lines of books, cards, stationery, and various gift items.

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

12688434

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 make in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 27 W. Washington St., Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland are Pamela K. Reed. Rt. 6, Box 61, Hagerstown MD 21740.

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 ($100,000.00).

3361 2319

SEVENTH: The Corporation elects to have no board of directors. Pamela K. Reed 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 25 day of September, 1991.

WITNESS:

Godfrey D. Johnson

Pamela K Reed (SEAL)
Pamela K. Reed

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this _____ day of September, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Pamela K. Reed, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Judith A. Springer
Notary Public

My Commission Expires:
January 1, 1995

3361 2320

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 X Close X 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

X 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: _____

MAIL TO ADDRESS: Pamela K. Reed
27 W. Washington St.
Hagerstown, MD
21740

NOTE:

3361 2321

ARTICLES OF INCORPORATION
OF
THE BOOK STORE ETC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 25, 1991 AT 10:55 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	$

D3292364

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:
PAMELA K. REED
27 W. WASHINGTON ST.
HAGERSTOWN MD 21740

NOV 20 1991

063C3052334

A 368751

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. 3361 2317

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION OF IDENTIFICATION SYSTEMS, 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 Identification Systems, Inc.

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

(1) To engage in the business of: engraving and light manufacture of signs, nameplates and related products; the sale of engraved products including trophies, etc.; 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 806 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Dennis Weaver, 806 Frederick Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified:

Dennis Weaver

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of

berg & DiGirolamo
ys at Law
est Washington Street
town, Maryland 21740

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

chlossberg & DiGirolamo
ttorneys at Law

34 West Washington Street
agerstown, Maryland 21740

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 24th day of September, 1991, and I acknowledge the same to be my voluntary act and deed.

Witness

Roger Schlossberg (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 WLS BUSINESS CODE 03 COUNTY 7I

#_____ ___ 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: Schlossberg & Digirolamo
134 W. Washington St.
P.O. Box 4227
Hagerstown, Md. 21741-4227

TOTAL FEES 70

✓ Check (40.00) ✓ Cash (30.00) NOTE:

_____ Documents on _____ checks

APPROVED BY: JnT

3361 2198

ARTICLES OF INCORPORATION
OF
IDENTIFICATION SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 25, 1991 AT 9:47 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	$

D3292117

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.

NOV 20 1991

RETURN TO:
SCHLOSSBR & DIGIROLAMO
134 W. WASHINGTON ST.
P.O. BOX 4227
HAGERSTOWN MD 21741 4227

06303052309

A 368733

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. 3361 2194

794 Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

ARTICLE I

INCORPORATOR

I, Barbara A. Hepburn, whose post office address is Route 6, Box 73, Hagerstown, Maryland 21740, being at least twenty-one years of age, now form a corporation under and by virtue of Title I of the Maryland General Corporation Laws.

ARTICLE II

NAME

The name of the corporation ("the Corporation") is Bookkeeping Plus Service, Inc.

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed are:

3.1 To engage in the practice of public accounting and all activities related thereto.

3.2 To carry on any lawful activity related or unrelated to the business described in Paragraph 3.1, and do anything permitted by the Maryland General Corporation Laws.

ARTICLE IV

POST OFFICE ADDRESS AND RESIDENT AGENT

The post office address of the principal office of the Corporation in this State is Route 6, Box 73, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Barbara A. Hepburn, Route 6, Box 73, Hagerstown, Maryland 21740. The Resident Agent named is an individual actually residing in this State.

ARTICLE V

CAPITAL STRUCTURE

The total number of shares of capital stock that the Corporation has authority to issue is One Thousand (1,000) shares, with par value of $1.00 per share.

ARTICLE VI

DIRECTORS

There shall be three directors of the Corporation, which number may be increased of decreased in accordance with the By-Laws of the Corporation, and so long as there are fewer 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 Barbara A. Hepburn and Carl R. Hepburn.

ARTICLE VII

INDEMNIFICATION

The Corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, by agreement, or by majority vote of either its stockholders of disinterested directors, present or former stockholders, directors and/or officers, agents, and/or employees of the Corporation.

IN WITNESS WHEREOF, I do acknowledge these Articles of Incorporation to be my act this 1st day of October 1991.

Barbara A. Hepburn

Barbara A. Hepburn
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 ___ 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: Barbara Hepburn
Rt. 6, Box 23
Hagerstown Md 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JB

3361 2063

ARTICLES OF INCORPORATION
OF
BOOKKEEPING PLUS SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1991 AT 2:24 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	$

03291820

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:
BARBAR HEPBURN
RT. 6, BOX 73
HAGERSTOWN MD 21740

NOV 20 1991

063C3052280

A 368710

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3361 2060

Received for Record October 31, 1991 at 10:00 a.m.
798 Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
09-23-91 at 8:35A.m.

CERTIFICATE AND ARTICLES OF INCORPORATION
OF
TANBARK CORPORATION

The undersigned persons, having the age of 18 or more, have associated themselves for the purpose of forming a corporation under the laws of MARYLAND and do hereby adopt the following Certificate and Articles of Incorporation.

1. **Name.** The name of this corporation is TANBARK CORPORATION.

2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of MARYLAND, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of:

BAR OPERATION WITH ON AND OFF SALE OF
BEER, WINE, LIQUOR, AND FOOD.

This corporation shall have the broad general powers set forth by regulation and statute in this state.

3. **Duration.** The duration of this corporation shall be for inperpetuity (perpetual).

4. **Statutory Agent.** The corporation appoints Robert C. Davis, Jr. who has been a bona fide resident of Maryland for at least 40 years. This appointment may be revoked at any time in accordance with the rules of the State of Maryland.

SEE #14 FOR RA ADDRESS

5. **Registered Place of Business.** The initial registered place of business shall be:
Street Address:
41/43 N. Potomac Street
Hagerstown, Maryland 21740

12668581

Mailing Address:
41 N. Potomac Street
Hagerstown, Maryland 21740

1991 SEP 23 A 8:35

Copies of all corporate records shall be kept at the registered place of business.

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In the case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided for in the bylaws.

The initial Board of Directors shall consist of 3 persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Name	Address
Robert C. Davis, Jr.	334 S. Locust St., Hagerstown, Md. 21740
Lewis H. Billy Barton	138 Shinham Rd., Greencastle, Pa. 17225
Richard Plume	1025 Security Rd., Hagerstown, Md. 21740

7. **Amendment of Bylaws.** Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. **Incorporators.** The names and addresses of the undersigned incorporators are:

Name	Address
Robert C. Davis, Jr.	334 S. Locust St., Hagerstown, Md. 21740
Lewis H. Billy Barton	138 Shinham Rd., Greencastle, Pa. 17225

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. **Commencing Business.** The minimum amount of capital with which the corporation shall commence business is $ -0- .

10. **Capital Stock.** The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be 16,000 shares with a par value of $ 5.00 per share;

The number of Class "B" shares of common non-voting stock shall be 4,000 shares with a par value of $ 5.00 per share. (AGGREGATE PAR VALUE: $100,000.00) CLASS A & CLASS B COMBINED

a) All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquited in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.

b) The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of the Class "A" voting stock, and every share of Class "A" stock shall have equal voting rights, i.e., one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock, but must declare dividends equally on the Class "A" and Class "B" and common stock.

c) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the Class "A" and Class "B" Common stock, voting and non-voting, according to the number of shares of common stock held by them respectively.

d) The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.

e) The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

f) The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the State of MARYLAND and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

g) The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

h) In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

11. **Preemptive Rights.** Any preemptive rights that are to be granted to the stockholders are as follows:

a) **Preemptive and Preferential Rights.** Each shareholder or subscriber shall be entitled to full preemptive or preferential rights, as such rights have heretofore been defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

b) **Sale or Transfer.** Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholder personally or may be mailed to the last known address of such shareholder or shareholders as the same may appear on the books of this corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholder or shareholder desiring to acquire any part or all of the shares referred to in that notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number or number of such shares at the price and upon the terms stated in that notice.

b1) If the total number of shares specified in such offers exceeds the number of shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in the notice to the secretary.

b2) If all the shares referred to in the notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

b3) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the forty-day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders to any person or persons he may so desire, provided, however that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.

b4) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms, conditions prescribed by these bylaws or buy-and-sell agreements signed by the shareholders are strictly observed and followed.

c) **Written Consent.** No sale, lease, conveyance, transfer, exchange or other disposition or all, or substantially all, of the property and assets of this corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

d) **New Issues of Stock.** As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approve that issue.

e) **Endorsement of Stock Certificates.** Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as follows.

NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights.

f) **All stock of the corporation shall be subject to these restrictions** and have endorsed thereon the appropriate notice contained in this paragraph.

g) **Other preemptive rights** adopted by this corporation are as follows:

No other preemptive rights will be amended into the Certificate and Articles of Incorporation without a unanimous vote of the stockholders.

12. **Other Provisions.** Any other provisions shall be as follows:

a) **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such 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 the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

b) **Indemnification of Directors; Limitation.** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) a violation of Conflict of Interest Laws; or (e) for any transaction form which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

c) **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including, but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse to refuse indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

d) **Miscellaneous Provisions**:

NONE

13. **Additional Articles**. The corporation adopts the following additional articles, as required by the laws of this state:

OFFICERS: The name, addresses, and corresponding offices of the officers of this corporation shall be as follows:

NAME	ADDRESS	OFFICE
Lewis H. Billy Barton	138 Shinham Rd., Greencastle, Pa.	President
Richard Plume	1025 Security Rd. Hagerstown, Md.	Vice President
Robert C. Davis, Jr.	334 S. Locust St., Hagerstown, Md.	Secretary/ Treasurer

14. **Statutory Agent Verification**. Having been designated to act as Statutory Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the laws of this state. (AKA "RESIDENT AGENT")

The Statutory Agent can be reached at the following address:

334 S. Locust Street
Hagerstown, Maryland 21740

Dated: Sept. 20, 1991

Signature of Statutory Agent
ROBERT C. DAVIS, JR.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they become effective as of this date: Sept. 20, 1991. We severally acknowledge the same to be our act.

Printed Name	Signature
ROBERT C. DAVIS, JR.	Robert C. Davis Jr.
LEWIS H. BILLY BARTON	Lewis H. Billy Barton

STATE OF COUNTY OF Date of Acknowledgement	ss.	**Acknowledgement.** On this date, before me, a Notary Public, personally appeared: known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.	ss.	Signature of Notary Public Notary Expiration Date
STATE OF COUNTY OF Date of Acknowledgement	ss.	**Acknowledgement.** On this date, before me, a Notary Public, personally appeared: known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.	ss.	Signature of Notary Public Notary Expiration Date
STATE OF COUNTY OF Date of Acknowledgement	ss.	**Acknowledgement.** On this date, before me, a Notary Public, personally appeared: known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.	ss.	Signature of Notary Public Notary Expiration Date
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STATE OF COUNTY OF Date of Acknowledgement	ss.	**Acknowledgement.** On this date, before me, a Notary Public, personally appeared: known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.	ss.	Signature of Notary Public Notary Expiration Date
STATE OF COUNTY OF Date of Acknowledgement	ss.	**Acknowledgement.** On this date, before me, a Notary Public, personally appeared: known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.	ss.	Signature of Notary Public Notary Expiration Date

3361 1003

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: ____

MAIL TO ADDRESS: Tanbark Corporation
41-43 N. Potomac St
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

3361 1004

ARTICLES OF INCORPORATION
OF
TANBARK CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 23, 1991 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	$

D3290608

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 20 1991

RETURN TO:
TANBARK CORPORATION
41-43 N. POTOMAC ST.
HAGERSTOWN MD 20714

061C3052063

A 368351

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3361 0996

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENT AND TAXATION 807

APPROVED FOR RECORD
9-12-91 at 9:20 A

ARTICLES OF AMENDMENT

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

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

SECOND: That the name of the Corporation is:

The Urological Center, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held April 23, 1991, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held April 23, 1991 immediately following the Board of Directors Meeting.

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

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

Attest to Signature and Corporate Seal:

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

[redacted]

Hugh J. Talton III
Secretary

1991 MAY -6 A 8:22

By: William G. Plavcan
William G. Plavcan
President

3360 0289

12558084

808

DEPARTMENT OF HEALTH AND MENTAL HYGIENE
BOARD OF PHYSICIAN QUALITY ASSURANCE
4201 PATTERSON AVE • BALTIMORE, MD 21215-0095

Area Code 301-764-4777
TTY FOR DEAF Baltimore 383-7555
D.C. Metro 565-0451

8/22/91

LAWRENCE A JONES MD
VICE PRESIDENT
THE UROLOGICAL CENTER
1198 KENLY AVENUE
HAGERSTOWN MD 21740

RE: "THE UROLOGICAL CENTER, P.A."

Dear LAWRENCE A JONES, M.D.

Enclosed is the Certificate of Authorization for the above-captioned professional corporation in accordance with your application of AUGUST 6, 1991.

Sincerely,

Paul A. Roeger, Director,
Physician Licensure Programs

PR
Enclosure

cc: C&P Telephone Company
10400 Fernwood Road
4th Floor
Bethesda, Maryland 20034

3360 0290

Please address all correspondence to
P.O. BOX #2571, Baltimore, MD 21215-0002

DEPARTMENT OF HEALTH AND MENTAL HYGIENE
BOARD OF PHYSICIAN QUALITY ASSURANCE
4201 PATTERSON AVE. P.O. BOX #2571 BALTIMORE, MD 21215-0095

Area Code 301-764-4777
TTY FOR DEAF Balto 383-7555
D.C. Metro 565-0451

8/22/91

CERTIFICATE OF AUTHORIZATION

In accordance with Sections 5-110 and 5-111 of the Corporations and Associations Article of the Annotated Code of Maryland, the corporate designation

"THE UROLOGICAL CENTER, P.A."

approved by the Medical and Chirurgical Faculty and the Board of Medical Examiners of the State of Maryland, has been authorized on AUGUST 6, 1991.

810

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 06 COUNTY 71

D0822759 ✓ 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
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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) The Urological Center, 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: Meyers, Yung & Abode P.A.
P.O. Box 1267
Hagerstown Md 21740

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JmT

NOTE: Authorization Certificate Attached

3360 0292

ARTICLES OF AMENDMENT
OF
THE UROLOGICAL CENTER, DRS. PLAVCAN, JONES,
TALTON & MCWILLIAMS, P.A.
CHANGING ITS NAME TO:
THE UROLOGICAL CENTER, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 12, 1991 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	$

D0822759

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.

NOV 20 1991

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

057C3051617

A 367971

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3360 0288

Received for Record October 31, 1991 at 10:00
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
9-13-91 at 9:02 a.m.

SOUTH MOUNTAIN MUZZLELOADERS, INC.

ARTICLES OF INCORPORATION

FIRST: I, EMANUEL E. WOLFE, SR., whose post office address is 6207 Clevelandtown Road, Boonsboro, Maryland 21713, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is SOUTH MOUNTAIN MUZZLELOADERS, INC.

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

(a) For the pleasure and recreation of its membership and other non-profitable purposes.

(b) Membership in SOUTH MOUNTAIN MUZZLELOADERS, INC. is open to any citizen or lawful resident of the United States who is at least eighteen (18) years of age and has never been convicted, in the State of Maryland or elsewhere, of a crime of violence as that term is defined in Article 27, Section 441(e) of the Annotated Code of Maryland, and who is not a fugitive from justice, as that term is defined in Article 27, Section 441(f) of the Annotated Code of Maryland.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

FOURTH: The post office address of the principal office of the Corporation in this State is 6207 Clevelandtown Road, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State are Emanuel E. Wolfe, Sr., 6207 Clevelandtown Road, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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

12568291

annual meeting or until their successors are duly elected and qualify (and the duration of the terms for which they shall initially serve), are as follows:

David Wolfe	(until the annual meeting in November, 1991)
Carl Harper, Jr.	(until the annual meeting in November, 1991)
Max Baer	(until the annual meeting in November, 1991)
Linwood Schroyer	(until the annual meeting in November, 1992)
Roger Schroyer	(until the annual meeting in November, 1992)
Johnnie Keller	(until the annual meeting in November, 1992)
John Gardner	(until the annual meeting in November, 1992)

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: 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 of 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.

813

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of August, 1991,and I acknowledge same to be my act.

WITNESS:

HOWARD J. FEZELL

EMANUEL E. WOLFE, SR.

814

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 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	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
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73		Certificate of Conveyance
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75		Special Fee
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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: Law Offices
Howard J. Fezell
The Jefferson Center
203A Broadway St.
Suite 9, P.O. Box 1588
Frederick, Md. 21701

TOTAL FEES 49

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: [illegible]

3359 0903

ARTICLES OF INCORPORATION
OF
SOUTH MOUNTAIN MUZZLELOADERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 13, 1991 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	$

D3286366

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:
LAW OFFICES HOWARD J. FEZELL
THE JEFFERSON CENTER
203-A BROADWAY ST., STE. 9
FREDERICK MD 21701

056C3051347

A 367766

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. 3359 0899

Received for Record October 31, 1991 at 10:00 a.m.
816 Corporation Record Liber 44

ARTICLES OF DISSOLUTION
THE JOHN T. KERESTER COMPANY

These Articles of Dissolution ("Articles") are made effective July 16, 1991 by and among The John T. Kerester Company ("Corporation") and its sole stockholder, John T. Kerester ("Stockholder").

WHEREAS, the Stockholder, and the Corporation entered into those certain Articles of Incorporation dated as of October 13, 1989 ("Agreement");

WHEREAS the Stockholder and the Corporation hereto desire to dissolve the Agreement and the Corporation created thereby, as deemed appropriate and mutually agreed to by the Stockholder and the Corporation;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements hereinafter provided, and in further consideration of the affixation by each of the parties of its respective seals hereinbelow, it is mutually agreed by and among the parties to this Amendment on behalf of themselves their heirs, successors and assigns, as follows:

1. The name of the corporation is The John T. Kerester Company.

2. The address of the principal office of the corporation is Two North Charles Street, Baltimore, Maryland, 21201.

3. The name and address of the resident agent of the Corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up is Ms. Elizabeth A. Starkey, Two North Charles Street, Baltimore, Maryland, 21201.

4. The name and address of the Director is John T. Kerester, 1305 Kingston Avenue, Alexandria, Virginia 22302.

5. The name, title, and Post Office Box address of officers is John T. Kerester, President and Treasurer, Post Office Box 16724, Alexandria, Virginia 22302. No election has taken place after the resignation, termination of employment, and rescission of shares of the Vice President and Secretary, therefore, there is none, as this dissolution was anticipated once all requirements for dissolving the Corporation were met.

6. 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 Stockholder of the Corporation. A meeting of the Board of Directors and Stockholder was held on July 16, 1991, at which time the following resolution was adopted:

> Whereas, the Corporation which conducted business, yet did not have any income, nor pay any wages, nor had any property, and
>
> Whereas, it does not intend to conduct business in the State of Maryland or elsewhere,
>
> Now, Therefore, be it resolved that the Corporation be dissolved effective the date of this resolution and the President, Chairman of Board of Directors, Stockholder, and officer, be given authority to proceed with the dissolution of the Corporation in conformity with the laws of the State of Maryland, and that it authorize Thomas P. Kerester, with a General Power of Attorney, to prepare and submit the necessary dissolution papers with the appropriate State officials, and appoint Thomas P. Kerester to serve as Assistant Secretary of the Corporation, and in that capacity, authorize him to sign any and all papers on behalf of the Corporation.

7. The Corporation has no known creditors.

8. The Corporation is dissolved pursuant to the resolution as set forth in Section Six herein.

IN WITNESS WHEREOF, the Corporation and the Stockholder have caused their duly authorized representative to execute this Amendment to Stockholders' Agreement, and hereby certify that the foregoing is true and correct as of July 16, 1991.

By: J Kerester
John T. Kerester, President
The John T. Kerester Company

By: J Kerester
John T. Kerester
Sole Stockholder

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

I, John T. Kerester, President and Chairman of the Board of Directors of The John T. Kerester Company 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.

On July 23, 1991, before me, the undersigned, a Notary Public in and for said State personally appeared John T. Kerester, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged to me that said corporation executed the within instrument pursuant to its By-Laws and a Resolution of its Board of Directors.

WITNESS my hand and official seal.

By: Thomas P. Kerester
Thomas P. Kerester, Assistant Secretary
The John T. Kerester Company

State/District of Virginia)
SS
City/County of Alexandria
Subscribed and [illegible] me
this 29th Day of July 1991
My co[illegible] 2-12-92
Notary Public

artdisol.jtk

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

THE JOHN T. KERESTER, COMPANY

have been paid.

WITNESS my hand and official seal this

29th day of AUGUST A.D. 19 (!.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS: 3359 0695
TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

GENERAL POWER OF ATTORNEY

I, John T. Kerester of The John T. Kerester Company do hereby appoint Thomas P. Kerester of Alexandria, Virginia my attorney in fact for me and in my name, place and stead to:

1. ask, demand, sue for, recover and receive, of and from all corporations, associations, entities and persons whatsoever (a) each and every parcel of realty and article of personalty which I own or which I am entitled to possess, and (b) each and every sum of money or right due and owing, or that may become due and owing, to me on any and every account, contract or tort, or, at my attorney's discretion, to arbitrate or compromise for the same, and give discharges;

2. to buy, receive, lease, accept or otherwise acquire in my name and for my account property, real, personal or mixed, upon such terms, considerations and conditions as my said attorney shall think proper;

3. to sign any bond, deed, obligation, contract, court order, pleading or process, tax return (including the consent required under IRC Section 2513) or any other paper;

4. to draw upon any banks or other financial institutions, or any corporations, associations, entities or individuals for any sum or sums of money that may be to my credit, or which I may be entitled to receive;

5. to borrow money in my name on such terms as my attorney may deem appropriate and to deliver any documents necessary to give any lender a security interest in any or all of

my real and/or personal property in connection with any loan;

6. to sell or lease any part or parts of my real or personal estate, or any interest which I may have in any real or personal estate, wheresoever situated, upon such terms as my attorney may deem appropriate, and to make all necessary deeds and conveyances thereof, with all necessary covenants, warranties and assurances, and to sign, seal, acknowledge and deliver the same;

7. to make investments on my behalf in accordance with laws of _____:

8. to enter any safe deposit box that I may be the lessee of, or otherwise entitled to enter, in any bank, place or institution;

9. to borrow against or obtain the cash surrender value of any of my life insurance policies, and to transfer the ownership of any such policies to my beneficiary[s];

10. to create, and to add to, intervivos trusts for my benefit;

11. to make gifts to beneficiaries named in my will by way of total or partial satisfaction of any bequests, legacies or devises made to such beneficiaries in my will as written at the time of such gifts; and to do all such other acts, matters and things in relation to al or any part of, or interest in, my property, estate, affairs or business of any kind or description in ~~the~~ all 50 States of the United States, or elsewhere, as I myself might or could do if acting personally.

This power of attorney shall not terminate on disability of

the principal. This power of attorney may be annulled at any time after the execution hereof by an instrument of revocation being recorded in the Clerk's Office of the Circuit Court for the jurisdiction where I reside at the time of the execution of this power, which residence is stated above.

WITNESS the following signature and seal this 23rd day of July, 1991.

Principal

STATE OF California

CITY OF Los Angeles, to wit:

The foregoing instrument was acknowledged before me this 23rd day of July 1, 1991, by the above-named Principal.

Notary Public for the State of California

My Commission expires: 10/3/93

jtk-atty.pwr

August 31, 1991

Paula Cary McLean
Charter Specialist
State Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

RE: - The John T. Kerester Company
- John T. Kerester & Associates, Inc.
- The John T. Kerester Management Company

Dear Ms. McLean:

First, let me thank you for your cooperation and your patience. It should be obvious that we have never had occasion to dissolve a Maryland company, and hence, the errors. We really appreciate your cooperation.

As a follow up to your letter of July 10, 1991, I am enclosing the Articles of Dissolution for the subject companies, and believe they correct the deficiencies you were kind to point out, and now fully comply with all of the legal requirements.

I am also enclosing the Tax Clearance Certificates for the companies listed above from the office of the Maryland Comptroller of the Treasury.

The address of the principal office of the listed companies and the registered agent in Maryland for the companies is Ms. Elizabeth A. Starkey, Two North Charles Street, Baltimore, Maryland, 21201.

The John T. Kerester Company did business in the State of Maryland, but never had any income, nor paid any wages. The other two companies never did any business anywhere. John is the only Broker in the companies, and he intends to let his Maryland Broker's license expire. Thus, the companies will never do business in Maryland or elsewhere.

John is the President and Treasurer of the companies. The enclosed Board resolutions appoint me as Assistant Secretary. The companies originally had two shareholders, each 50% shareholders -- John T. Kerester and Paul S. Norris. Norris' shares were rescinded in September, 1990, due to his insolvency prior to incorporation which he failed to divulge, and because of his forgery of company checks and checks of John personally. The rescission was allowed under the Stockholder's Agreements. Since John intended to dissolve the companies once all the requirements had been met, no additional shareholders or officers were added, except the Assistant Secretary.

Copies of the 1989 and 1990 Maryland income tax returns are

enclosed.

Checks for each of the companies in the amount of $50 each are also enclosed.

A copy of my Power of Attorney for each company is enclosed.

I trust with this information, your office can proceed with the dissolution of the companies above. Again, thank you for your time and your consideration.

If you have any questions, I should be pleased to hear from you at 703/751-2303. Thanks for including your phone number.

With kind regards,

Sincerely,

Thomas P. Kerester

Thomas P. Kerester

1305 Kingston Avenue
Alexandria, Virginia
22302

enc

jtk/dissolu4.md

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 MA BUSINESS CODE _____ COUNTY 71

D2886372 ___ 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
	30	
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
7 Change of Principal Office
7 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 _____

ATTENTION: _____

MAIL TO ADDRESS: Thomas Kerester
1305 Kingston Ave
Alexandria VA
22302

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

3359 0701

THE ARTICLES OF DISSOLUTION
OF
THE JOHN T. KERESTER COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 9, 1991 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	$ 30.00

D2886372

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.

NOV 20 1991

RETURN TO:
THOMAS KERESTER
1305 KINGSTON AVE.
ALEXANDRIA VA 22302

055C3051306

A 367727

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 October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
9-9-91 at 8:23 A .m.

RESIGNATION OF RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED

State Department of Assessments And Taxation
301 W. Preston Street
Baltimore, Maryland 21201

Gentlemen:

Please take notice that the undersigned hereby resigns as resident agent upon whom process may be served in MARYLAND, for PROPERTY MANAGEMENT SERVICES INC., a corporation organized under the laws of the state of MARYLAND.

An original counterpart of this resignation has been forwarded to the corporation.

IN WITNESS WHEREOF, the undersigned corporation has caused this notice to be executed in its name by its Assistant Secretary, this 5th day of September, 1991.

THE CORPORATION TRUST INCORPORATED
(AGENT)

BY Kenneth J. Uva
ASSISTANT SECRETARY

THE LOCATION OF SAID CORPORATION IS:

C/O Foley & Lardner
1775 Pennsylvania Ave. NW., Ste. 1000
Washington, DC. 20006

Attn: Wendy Fields, Atty.

828

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 70 BUSINESS CODE _____ COUNTY 71

D1121037 ___ 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 013

ATTENTION: Theresa Agiere

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

✓ Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: BJ

3359 0505

RESIGNATION OF RESIDENT AGENT
OF
PROPERTY MANAGEMENT SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 9, 1991 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:
$	$ 10.00	$

D1121037

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
1633 BROADWAY
NEW YORK NY 10019

055C3051250

A 367710

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3359 0503

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

August 28, 1991

State Department of Assessment
and Taxation
Attention Corporate Charter Division
301 West Preston Street
Baltimore, Maryland 21201

1991 AUG 30 PM 4:00

12498147

Re: La Plata Liquors, Inc.

Dear Sir or Madam:

This letter is to inform you that I hereby resign as resident agent for the business known as La Plata Liquors, Inc., 503 East Charles Street, La Plata, Maryland.

I have sold the business and no longer have any connection with it.

Thank you.

Very truly yours,

George Mondell

GM/dfc

1991 SEP -6 A 8:49

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
9-6-91 at 8:49 A.m.

7759 2091

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 70 BUSINESS CODE _____ COUNTY 71

D2323228 ___ 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: Andrews, Schick Etal
P.O. Box 696
Waldorf, MD 20604

TOTAL FEES $10.00

✓ Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: BJS

7358 2002

RESIGNATION OF RESIDENT AGENT
OF
LA PLATA LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 6, 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:
$	$ 10.00	$

D2323228

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:
ANDRES SCHICK ETAL
P.O. BOX 696
WALDORF MD 20604

054C3050973

A 367559

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 October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

S.T.A.R.S., INC.

ARTICLES OF INCORPORATION

FIRST: That I, Paula Lampton, whose post office address is 118 Trotter Drive, 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 S.T.A.R.S., Inc. The letters in the name of the Corporation stand for Success Through Academic Recognition of Students.

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

(a) The Corporation is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

> The purpose and mission of S.T.A.R.S. is to promote academic excellence and significant improvement through recognition and motivation of all students in and out of the classroom.

FOURTH: The post office address of the principal office of the Corporation in this State is 118 Trotter Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward W. Lampton, Jr., 118 Trotter 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 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:

Edward W. Lampton, Jr.
Paula Lampton
Patricia Divelbiss

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed,

transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

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

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

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

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of August, 1991, and I acknowledge the same to be my act.

Paula A Lampton
Paula Lampton

3358 1756

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 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 ____

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: Urner, Nairn, Barton & Williams, Attorneys at Law, 207 South Potomac Street Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3358 1757

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
S.T.A.R.S., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 9, 1991 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	$

D3284411

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 20 1991

RETURN TO:
URNER, NAIN, BARTON & WILLIAMS
ATTORNEYS AT LAW
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

054C3050906

A 367504

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2359 1759

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION 839

APPROVED FOR PAYMENT

09-10-91 at 11:38A.m.

DIVINE LIFE SOCIETY OF MARYLAND, INC.

ARTICLES OF INCORPORATION

Article I

I, David W. Kestner, whose post office address is 4465 Old Branch Avenue, Marlow Heights, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

Article II

The name of the corporation shall be known as DIVINE LIFE SOCIETY OF MARYLAND, INC.

Article III

(a) The Corporation is a spiritual, educational non-profit organization, 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 education purposes, all for the public welfare, and for no other purposes, and 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 propriety 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 whit it is received, but no gift, bequest or devise of any such property will be received and accepted if it be conditioned or limited in such manner as

12538189

shall require the disposition of the income or its principal to any person or organization other than a charitable organization or other than for charitable purposes within the meaning of such terms as defined in Article IX 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 5012 (c)(3) of the Internal Revenue Code of 1986 now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them, and, in general to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, education or charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, directs, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 taxation 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 this corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article III are the following:

1. To further the laws of a balanced spiritual life.

2. To promote understanding of the unity of life among all people regardless of race, sects, creed, and sex.

3. To promote harmony among all religions by emphasizing the essential unity in the fundamental spiritual teaching of all

saints and sages, prophets and teachers.

4. To elevate and maintain high standards of yoga instruction.

5. To give regular classes, retreats, and seminars in the teachings of Yoga, Vedanta, and Indian philosophy.

6. To promote the spirit of selfless service, and universal love and peace.

7. To print and publish spiritual literature.

8. To promote the cultural growth of humanity on the basis of the spiritual values of life, and to impart knowledge of holistic health culture with the view to promote national health.

9. To offer membership of this society to anyone devoted to the ideals of truth, non-violence and purity.

10. To cooperate with other like organizations.

11. To raise funds for carrying out the purposes set forth herein, and for conducting the Corporation.

Article IV

The post office address of the principal office of the Corporation in this State is 6606 Hardwood Lane, Keedysville, MD 21756, The name and post office address of the resident agent of the Corporation is Marcia Davies, at 6606 Hardwood Lane, Keedysville, MD 21756, said Resident Agent is an individual residing in this state.

Article V

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.

Article VI

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 Sita Frankel, Marcia Davis and Prudence Kestner.

Article VII

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.

Article VIII

The Corporation, by its by-laws may make any other provisions or requirements for the arrangement or conduct of the business of Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or the United States.

Article IX

(a) References to "charitable organizations" or "charitable organization" mean corporations, trust, funds, foundations, or community chests created or organized in the United States or any of its possessions, whether under the laws of the untied States, any start 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 IX 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 but only for 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.

Article X

(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 43942 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 6th day of September, 1991, and I acknowledge same to be my act.

DAVID W. KESTNER
4465 Old Branch Avenue
Marlow Heights, MD 20748

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 ✓ 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: David W. Kestner Esq
Southern Professional Bldg
4465 Old Branch Ave.
Marlow Heights, Md.
20748

TOTAL FEES _____

40 Check ____ Cash

NOTE:

____ Documents on ____ checks

3358 0930

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
DIVINE LIFE SOCIETY OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 10, 1991 AT 11:38 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	$ 20.00	$

D3283637

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.

NOV 20 1991

RETURN TO:
DAVID W. KESTNER, ESQ.
4465 OLD BRANCH AVE.
MARLOW HEIGHTS MD 20748

053C3050791

A 367390

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. 3359 0924

846 Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
08-21-91 at 9:00 .m.

HAGERSTOWN CANTEEN SERVICE, INC.
ARTICLES OF AMENDMENT

Hagerstown Canteen Service, Inc., a Maryland corporation, having its principal office at Governor's Lane Blvd., Route 3, Box 42A2, Williamsport, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") that:

FIRST: The Charter of the Corporation is 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 Maryland is Governor's Lane Blvd., Route 3, Box 42A2, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in Maryland are Charles G. King, 7 Spring Creek Rd., Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SECOND: Article FIFTH of the Charter of the Corporation currently provides as follows:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Hundred (200) shares without par value, all of one class.

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

FIFTH: The total number of shares of capital stock which the Corporation is authorized to issue is Six Thousand Three Hundred (6,300) shares of common stock, of which Three Hundred (300) shares without par value are Class A Common Stock and Six Thousand (6,000) shares without par value are Class B Common Stock.

1991 SEP 9 A 9:32

A description of each class of stock with its rights, voting powers, restrictions, limitations as to dividends, and qualifications, is as follows:

1. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise specifically provided hereinbelow.

2. The holders of Class B Common Stock shall have no voting rights. The holders of Class A Common Stock, to the exclusion of the holders of Class B Common Stock, shall have all voting rights as stockholders of the Corporation.

3. All holders of shares of such Common Stock of any class of the Corporation shall be entitled to such dividends as may be

declared thereon at such times and in such amounts as the Board of Directors may, from time to time determine, subject to the provisions of law.

4. The shares of Stock of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate therefor properly endorsed.

5. Stockholders shall have no preemptive rights to acquire any additional shares of Stock.

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the 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, Hagerstown Canteen Service, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 15th day of August, A.D. 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Canteen Service, 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:

Jo Ann King
Secretary

HAGERSTOWN CANTEEN SERVICE, INC.

By: Charles G. King
Charles G. King,
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 093J BUSINESS CODE 03 COUNTY 71

D0115097 ___ 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. Supolemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Soecial 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: Linda L. Punt

MAIL TO ADDRESS: Meyers, Young & Grove, P.A., Attorneys at Law, Post Office Box 1267, Hagerstown, Md. 21741-1267

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks (20.00ea.)

APPROVED BY: JMT

3357 1744

ARTICLES OF AMENDMENT
OF
HAGERSTOWN CANTEEN SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1991 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	$

D0115097

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

051C3050680

A 367290

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.

3357 1741

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

850

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF AMENDMENT

APPROVED FOR PAYMENT

09-09-91 at 8:50 Am.

✓ COMMUNITY SOLIDARITY OF HAGERSTOWN FOUNDATION, INC., a Maryland corporation
(Name of Corporation)

ereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

✓ Article 7th Upon 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, i.e. charitable, educational, religious or scientific, 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.

attach second sheet for further amendments)

SECOND: The amendment of the charter of the corporation as hereinabove set forth has een duly advised by the board of directors and approved by the ~~stockholders~~/members of the orporation.

12488283

1992 AUG 28 A 11:58

~~OR USE WHEN AMENDMENT INCREASES AUTHORIZED STOCK:~~

~~THIRD: (a) The total number of shares of all classes of stock of the corporation reretofore authorized, and the number and par value of the shares of each class, are as allows:~~

e the undersigned President and Secretary swear under penalties of perjury that the oregoing is a corporate act.

William Mitchell
ecretary

Arlene Preston [redacted]
President

1991 SEP 9 AM 8:50

301-225-1340

3357 1725

ARTICLES OF AMENDMENT

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

(a) To maintain a halfway house for recovering alcoholic and/or narcotic addicted males known as "Haley House".

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 04 COUNTY 71

#D3218070 ___ 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: Community Solidarity of Hagerstown
3 Church Street
Hagerstown, Md 21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JMT

3357 172

ARTICLES OF AMENDMENT
OF
COMMUNITY SOLIDARITY OF HAGERSTOWN FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OE ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 9, 1991 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	$

D3218070

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:
COMMUNITY SOLIDARITY OF
HAGERSTOWN FOUNDATION, INC.
3 CHURCH STREET
HAGERSTOWN MD 21740

051C3050676

A 367287

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.

3357 1724

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

SCHLOSSBERG & DIGIROLAMO
ATTORNEYS AT LAW
134 WEST WASHINGTON STREET
P.O. BOX 4227
HAGERSTOWN, MARYLAND 21741-4227
(301) 739-8610
FAX: (301) 791-6302

ROGER SCHLOSSBERG
THOMAS M. DIGIROLAMO

ROCKVILLE OFFICE
SUITE 505
451 HUNGERFORD DRIVE
ROCKVILLE, MARYLAND
PLEASE RESPOND TO
HAGERSTOWN OFFICE

August 21, 1991

H.A. Building Products, Inc.
c/o John S. Kundrat, Esquire
Kundrat & Sedor
107 Boas Street
Harrisburg, Pennsylvania 17102

RE: [redacted]

Dear Mr. Kundrat:

Effective immediately, please accept this correspondence as notice of [redacted] from the position of [redacted] as recorded with the State Department of Assessments & Taxation pursuant to the provisions of MD Corps. & Ass'ns. Code §2-108(d).

Sincerely,

SCHLOSSBERG & DIGIROLAMO

By: _____
Roger Schlossberg

/jek
Aug91(a)\B:\KUNDRAT2.LTR

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-30-91 at 8:39A.m.

3356 1641

854

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 71

D2219699 ___ 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
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56		Penalty
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53		Foreign Resolution
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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	$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: Roger Schlossberg

MAIL TO ADDRESS: Schlossberg + Digirolamo
134 West Washington St
Hagerstown, Md
21740

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC/SH

3356 1642

RESIGNATION OF RESIDENT AGENT
OF
H.A. BUILDING PRODUCTS OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30, 1991 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:
$	$ 10.00	$

D2219699

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:
SCHLOSSBERG & DIGIROLAMO
ROGER SCHLOSSBERG
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

047C3050290

A 366983

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

3356 1640

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8-30-91 at 9:00a.m.

ARTICLES OF AMENDMENT
FOR
OFFICE ESSENTIALS, INC.

Office Essentials, Inc., a Maryland Corporation, having its principal office at 235 East Irvin 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 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 644 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Ronald K. Van Reenen, 644 Frederick Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: By written informal action, unanimously taken by the Board of Directors 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, Office Essentials, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14th day of August, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Office Essentials, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Patricia L. Hull
Secretary

OFFICE ESSENTIALS, INC.

BY: Ron Van Reenen
President

1991 AUG 30 A 9:1?

12420357

3256 1410

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

D3198058 ___ 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: Michael A. Day

MAIL TO ADDRESS: Law Offices Day and Schneider, P.A., Suite 300, 120 West Washington Street Hagerstown, Md. 21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMF

3356 141

ARTICLES OF AMENDMENT
OF
OFFICE ESSENTIALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30, 1991 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	$

D3198058

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.

NOV 20 1991

RETURN TO:
DAY AND SCHNEIDER, P.A.
MICHAEL G. DAY
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

047C3050245

A 366942

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. 3356 1409

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
THOMAS PANGBORN LODGE 88, F.O.P., INC.
(A NONSTOCK-CORPORATION)

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, M. Richard Moats, whose post office address is RT.#1 Box 519, Williamsport, Maryland 21795, being at least eighteen (18) years of age, do hereby form a nonstock Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is Thomas Pangborn Lodge 88, F.O.P., Inc..

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

(1) To promote and/or cultivate a spirit of fraternalism, support and mutal helpfulness among the members and to provide for the payment of life, sick, accident or other benefits to its members;

(2) That the corporation shall operate under the lodge system and shall be subordinate to the Maryland State Lodge of the Fraternal Order of Police and the Grand Lodge of the Fraternal Order of Police and the Constitution and By-Laws of both and will adhere to all requirements of both.

(3) The aforegoing enumeration of the purposes, objects, powers, and business of the Corporation is made in furtherance of the powers conferred upon the Corporation by law, but the Corporation is formed upon the articles, conditions and provisions herein expressed and the Corporation is hereby authorized to engage in any lawful activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time, and under any successor and/or replacement to said law, only so long as the conduct of such lawful activily shall be in furtherance of the purposes set forth in this paragraph THIRD of the Articles of Incorporation.

FOURTH: The post office address of the principal office of the Corporation in Maryland is ~~P.O. Box 61 Hagerstown,~~ Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is: M. Richard Moats, P.O. Box 519, Washington County, Williamsport, Maryland 21795. Said resident agent is a citizen of Maryland and actually resides therein.

AA
RR1,

✓ PO 12742 Independence Rd, Clearspring, Md 21722

12428502

FIFTH: This Corporation is a nonstock corporation formed pursuant to the terms and provisions of Title 5, Subtitle 2, Nonstock Corporations, of the Corporations and Associations Article of the Annotated Code of Maryland; and, therefore, this Corporation has no authority to issue capital stock.

Sixth; The total number of Directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) persons, and initially the Board of Directors shall consist of three (3) persons, and the names of the Directors who shall act until the First Annual Meeting of the membership of the Corporation, or until their successors are duly chosen and qualified are;
M. RICHARD MOATS, Randall C. Yonkers and Dennis W. Mummert.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The original Bylaws of the Corporation shall be adopted by the initial Directors of the Corporation as herein set forth. Thereafter, the membership shall have the power to make, alter or repeal Bylaws, except as the Bylaws from time to time in effect may provide for Board of Director action for adoption, alteration or repeal of particular By-Law provisions.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28 day of August, 1991.

WITNESS:

M. Richard Moats (SEAL)
M. RICHARD MOATS

860

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY that on this 28th day of Aug, 1991, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared M. Richard Moats, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

NOTARY PUBLIC

My Commission expires: July 1994

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 023.8 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	9	1 Certified Copy 3p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
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76		Certificate of Merger/Transfer
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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: N Richard Moats
PO Box 61
Hagerstown Md
21740

TOTAL FEES 79

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JW

3355 2556

ARTICLES OF INCORPORATION
OF
THOMAS PANGBORN LODGE 88, F.O.P., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30, 1991 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	$

D3279189

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. RICHARD MOATS
P. O. BOX 61
HAGERSTOWN MD 21740

046C3050022

A 366757

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2355 2552

Received for Record October 31, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
08-29-91 at 11:52A.m.

JOSEPH L NEWLIN CO., INC.

ARTICLES OF INCORPORATION

FIRST, I, Joseph L Newlin, whose post office address is 105 Stouffer 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.

1992 AUG 29 A 11:52

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Joseph L Newlin Co., Inc.

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

(1) To construct or build residential houses and to engage in any other lawful purposes and/or business incidental thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 105 Stouffer Avenue, Hagerstown, Maryland 21740. The name and post offfice address of the Resident Agent of the Corporation in this State is Joseph L Newlin, 105 Stouffer Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) Shares of the par value of one dollar ($1.00) a share, all of one class, and having an aggregate par value of one thousand ($1,000) dollars.

12418360

1991 AUG 23 A 8:47

[redacted]

3355 2132

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

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

(2) If there is stock outstanding and so long as there are less than three stockhoders, 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: Jospeh L Newlin, whose post office address is 105 Stouffer Avenue, Hagerstown, Maryland 21740, and Gerald L Shindle, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795.

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 stockhoders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its class of stock, whether now or hereafter authorized, or securities convertible into shares of its class of stock, 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 purhcase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19TH day of AUGUST, 1991, and we acknowledge the same to be our acts.

WITNESS:

Thomas L. McCall. Joseph L Newlin

JOSEPH L NEWLIN

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: _____

MAIL TO ADDRESS: Joseph L. Newlin Co. Inc. 105 Stouffer Ave. Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3355 2135

ARTICLES OF INCORPORATION
OF
JOSEPH L NEWLIN CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 29, 1991 AT 11:52 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	$

D3278850

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 20 1991

RETURN TO:
JOSEPH L. NEWLIN CO., INC.
105 STOUFFER AVE.
HAGERSTOWN MD 21740

045C3052840

A 366685

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.

3355 2131

868 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

HAGERSTOWN FINANCIAL PLANNERS, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 15th day of May, 1991, by and between **Hagerstown Financial Planners, Inc.**, a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and **Keller-Stonebraker Insurance, Inc.**, a Maryland Corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

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

Keller-Stonebraker Insurance, Inc.
111 West Washington Street, Hagerstown, Maryland 21740.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follow:

Transferor is Hagerstown Financial Planners, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Keller-Stonebraker Insurance, Inc., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is ten thousand dollars ($10,000.00) to be paid to Transferor.

FIFTH: ~~The principal office of Transferor is in the city of Hagerstown, State of Maryland. The only county in which~~ Transferor owns no property, the title to which could be affected by the recording of an instrument among the land records, ~~is Washington County~~

SIXTH: The location of the principal office of Transferor in the State of Maryland is 339 East Antietam Street, Hagerstown, Maryland 21740.

SEVENTH: The board of directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles

of Sale and Transfer be submitted for action thereon by the stockholders of Transferee by unanimous written informal action, all in the manner and by the vote required by the corporation and associations article of the Annotated Code of Maryland and the Charter of Transferee.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer were signed by all the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the corporations and associations article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: The board of directors of Transferee, 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 Transferee by unanimous written informal action, all in the manner and by the vote required by the corporation and associations article of the Annotated Code of Maryland and the Charter of Transferee.

NINTH: In consideration of the payment transfer of seventy-eight thousand one hundred sixty dollars ($78,160.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

All customer accounts, customer lists, and Transferor's rights under group insurance contracts.

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

IN WITNESS WHEREOF, HAGERSTOWN FINANCIAL PLANNERS, INC. and Keller-Stonebraker Insurance, 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 15th day of May, 1991.

ATTEST:

TRANSFEROR:
HAGERSTOWN FINANCIAL PLANNERS, INC.

John C. Patterson, Jr.
Secretary

By: Roland G. Funk, President

ATTEST:

TRANSFEREE:
KELLER-STONEBRAKER INSURANCE, INC.

Karen A. Spessard,
Secretary

By: John L. Schnebly, President

THE UNDERSIGNED, President of HAGERSTOWN FINANCIAL PLANNERS, 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 foregong 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

THE UNDERSIGNED, President of Keller-Stonebraker Insurance, 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 aspects, under the penalties of perjury.

,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 12J.J. BUSINESS CODE _____ COUNTY 71

[redacted] _____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~
(Transferor) Hagerstown Financial Planners, Inc.
D 0318554

~~Surviving~~
(Transferee) Keller-Stonebraker Insurance, Inc
D 0127456

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.
[redacted]1		Foreign Name Registration
[redacted]3	9	1 Certified Copy 3
[redacted]6		Penalty
[redacted]4		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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31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
[redacted]0		Change of P.O., R.A. or R.A.A.
[redacted]1		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: Scott L. Schubel

MAIL TO ADDRESS: Wachs, Boone and Schubel, P.A., Attorneys at Law
138 West Washington Street
Hagerstown, Md. 21740-4769

TOTAL FEES 39

✓ Check ___ Cash

3 Documents on 1 checks (85.00)

NOTE: Copy made

APPROVED BY: JMT

3363 0489

ARTICLES OF TRANSFER
OF
HAGERSTOWN FINANCIAL PLANNERS, INC.
(A MD CORP.) TRANSFEROR
AND
KELLER-STONEBRAKER INSURANCE, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 6, 1991 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	$

D0127456

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 8 1992

RETURN TO:
WACHS, BOONE AND SCHUBEL
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

06C3050263

A 369149

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

HAGERSTOWN FINANCIAL PLANNERS, INC.

Articles of Amendment

Hagerstown Financial Planners, Inc., a Maryland Corporation, having its principal office at 339 East Antietam 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: That the name of the corporation (which is hereinafter called the "Corporation") is:

FUNK & PATTERSON, 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 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, Hagerstown Financial Planners, 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 29th day of August and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Financial Planners, 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.

John C. Patterson, Jr. Secretary

Roland G. Funk, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29th day of August, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Roland G. Funk 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.

Notary Public

My Commission Expires:
April 1, 1994

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 09A7J BUSINESS CODE 03 COUNTY 71

~~B031~~ D0378554 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 2
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

3 Documents on 1 checks (85.00)

APPROVED BY: JmT

Name Change
(New Name) Funk & Patterson, 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: Scott L. Schubel

MAIL TO ADDRESS: Wachs, Boone and Schubel, P.A. Attorneys at Law, 138 West Washington Street Hagerstown, Md. 21740-4769

NOTE: Copy made

3363 0493

ARTICLES OF AMENDMENT
OF
HAGERSTOWN FINANCIAL PLANNERS, INC.
CHANGING ITS NAME TO:
FUNK & PATTERSON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 6, 1991 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	$

D0378554

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 AND SCHUBEL
SCOTT L SCHUBEL
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

066C3050264

A 369150

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

McComas-Armstrong Insurance Agency, Inc.
A Close Corporation

Articles of Amendment

McComas-Armstrong Insurance Agency, Inc., a Maryland Corporation, having its principal office at 111 West Washington Street, Hagerstown, Maryland 21740 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Hagerstown Financial Planners, Inc.

SECOND: The Corporation having elected to have no Board of Directors, 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, McComas-Armstrong Insurance Agency, Inc., Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of August 1991 and its President acknowledges that these Articles of Amendment are the act and deed of McComas-Armstrong Insurance Agency, 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.

Gerald W. Spessard
Gerald W. Spessard, Secretary

Joyce E. Wade
Joyce E. Wade, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 1st day of Aug. 1991, before me, the subscribers a Notary Public in and for the State and County aforesaid personally appeared Gerald W. Spessard & Joyce E. Wade 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 her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Cathy M. Dilsen
Notary Public

My Commission Expires: 6/1/92

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 09A3.J BUSINESS CODE 03 COUNTY 71 TS

#D2094811 ___ 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 2
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) Hagerstown Financial Planners, 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: Scott L. Schubel

MAIL TO ADDRESS: Wacha, Boone and Schubel, P.A., Attorneys at Law
138 West Washington Street
Hagerstown, Md. 21740-4769

TOTAL FEES 28

✓ Check ___ Cash

NOTE: copy made

3 Documents on 1 checks (85.00)

APPROVED BY: JMT

3363 0497

ARTICLES OF AMENDMENT
OF
MCCOMAS-ARMSTRONG INSURANCE AGENCY, INC.
CHANGING ITS NAME TO:
HAGERSTOWN FINANCIAL PLANNERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 6, 1991 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	$

D2094811

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 6 1992

RETURN TO:
WACHS, BOONE AND SCHUBEL
SCOTT L. SCHUBEL
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

066C3050265

A 369151

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
BJS, Inc.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Guy E. Shenebeck, whose post office address is Rt. 2, Box 360, Hagerstown, MD 21740; Jo Anne Johnson whose post office address is Rt. 2, Box 360, Hagerstown, MD 21740 and Jefferey Johnson whose post office address is Rt. 2, Box 360, Hagerstown, MD 21740; all being at least twenty-one years of age, do and under by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

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

(a) To own and lease, as lessee or lessor, motor vehicles, vehicular trailers; tank-wagon trailers, tank-trucks, pick-up trucks, truck-tractors, other trucks of any and every description, and equipment used to transport food and beverages and related supplies and equipment for the food, beverage and entertainment business.

(b) To own, lease, operate and manage establishments for the preparation and sale of food and beverages and to furnish entertainment through music, dancing or any other means as may be legally conducted and to apply to the state of Maryland for a license to operate a club.

(c) To buy and sell food and beverages.

(d) To buy, sell and lease, as lessee or lessor, motor vehicles and real estate and equipment for the preparation and sale of food and beverages.

(e) To maintain an inventory of food, beverages and any other necessary equipment or supplies.

[redacted]

(f) To engage generally in the business of trucking for hire or under contract in interstate and interstate commerce.

(g) 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.

(h) 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.

(i) 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, merchandise and services of every description.

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

(k) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any share 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.

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

(m) 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 businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 360, Hagerstown, Maryland 21740. The resident agent of the Corporation is Jo Anne Johnson whose post office address is Route 2, Box 360, Hagerstown, MD 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000.000 shares of the par value of One Dollar ($1.00) each, all of which shares are of one class and are designated common stock. The aggregate

par value of all shares having par value is One Million Dollars ($1,000,000.00).

SIXTH: The number of directors of the Corporation shall be three, which number may be increased 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 qualify are Guy E. Shenebeck, Jo Anne Johnson and Jefferey Johnson.

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

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

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

(d) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10 day of Sept, 1991.

Witness:

B O E Shenebeck — Guy E. Shenebeck (Seal)
Guy E. Shenebeck

B O E Shenebeck — Jo Anne Johnson (Seal)
Jo Anne Johnson

B O E Shenebeck — Jeffrey A. Johnson (Seal)
Jeffrey Johnson

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, that on this 10 day of Sept, 1991, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Guy E. Shenebeck, Jo Anne Johnson and Jefferey Johnson and each acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal.

BRENDA J. BOWDERS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires March 7, 1995

Notary Public

My commission expires March 7, 1995.

33630634

888

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 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
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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
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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: ____

MAIL TO ADDRESS: SO ANNE JOHNSON
RT 2 BOX 360
HAGERSTOWN, MD. 217

TOTAL FEES 220

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

3363 0625

ARTICLES OF INCORPORATION
OF
BJS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 13, 1991 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:
$ 200.00	$ 20.00	$

D3295391

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 6 1992

RETURN TO:
JO ANN JOHNSON
RT. 2, BOX 360
HAGERSTOWN MD 21740

067C3050290

A 369180

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3363 0525

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

BETTER FOODS MILLING, INCORPORATED,
A MARYLAND CLOSE CORPORATION,
ORGANIZED PURSUANT TO TITLE 4 OF THE
CORPORATION AND ASSOCIATIONS ARTICLE OF
THE ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

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 Better Foods Milling, Incorporated.

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 mill, buy and/or sell grains and grain-related or derivative products; to process, buy and/or sell other agricultural produce; to manufacture, process, buy and/or sell food products in general; to manufacture, process, buy and/or sell non-food products related in anyway to the foregoing.

(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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 8, Box 71, Lehman's Mill Road, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland is Douglass C. Reed, Route 8, Box 71, Lehman's Mill Road, Hagerstown, Maryland 21742. 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 four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four (4); 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:

Douglass C. Reed
Paula S. Reed
John C. Eshleman
Kathryn C. Eshleman

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 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 11th day of September, A.D., 1991.

Witness:

Linda L. Punt

Lynn F. Meyers

894

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 P2 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 075

ATTENTION: LYNN F. MEYERS ESQ.

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

3362 2904

ARTICLES OF INCORPORATION
OF
BETTER FOODS MILLING, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 16, 1991 AT 8:43 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	$ 20.00	$

D3294642

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 6 1992

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

066C3050139

A 369079

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. 3363 2006

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION
OF
LIFETIME, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Jeffrey H. Curry, whose post office address is 49 Jonathan Street, 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 Lifetime, Inc.

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

Sales and service of life, health and disability insurance.

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

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

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

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 49 Jonathan Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Jeffrey H. Curry, 49 Jonathan Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Jeffrey H. Curry.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of Sept., 1991.

Nancy E. Harris

Jeffrey H. Curry

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

I HEREBY CERTIFY, that on this 16 day of Sept, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeffrey H. Curry and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris

Notary Public

My Commission Expires:

3383 0126

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	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 2
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 E. SNYDER, JR., ESQ.
28 JONATHAN ST.
HAGERSTOWN, MD. 21740

TOTAL FEES 48

✓ Check ___ Cash

NOTE: Copy made

___ Documents on ___ checks

APPROVED BY: [illegible]

3363 0127

ARTICLES OF INCORPORATION
OF
LIFETIME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 16, 1991 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	$

D3294923

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:
GEORGE E. SYNDER, JR., ESQ.
28 JONATHAN ST.
HAGERSTOWN MD 21740

MAILED JAN 6 1992

066C3050167

A 369099

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. 3363 0124

900 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9-25-91 at 8:46 A.m.

Rosen's Downtown, Inc.

ARTICLES OF AMENDMENT

Rosen's Downtown, Inc., a Maryland Corporation, having its principal office at 51 West Washington Street, Hagerstown, Washington County, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

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

SECOND: That the name of the Corporation, which is hereinafter referred to as "Corporation" is

OPR, INC.

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

FOURTH: The post office address of the principal office of the corporation in this State is 1801 Woodburn Drive, Hagerstown, Maryland. The Resident agent of the corporation is Odell H. Rosen, whose post office address if 1801 Woodburn Drive, Hagerstown, Maryland. Said Resident is a citizen of the State of Maryland and actually resides therein.

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

1991 SEP 25 A 8:46

12688091 1764 0049

IN WITNESS WHEREOF, OPR, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 13th day of September, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of OPR, 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:

Odell H. Rosen
Odell H. Rosen, Secretary

BY: Pearl Rosen (SEAL)
Pearl Rosen, President

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 09A3J BUSINESS CODE 03 COUNTY 71

#D0185819 ___ 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: JmT

Name Change
(New Name) OPR, 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: Owen T. Kaylor, Jr.

MAIL TO ADDRESS: Kaylor & Nanty
123 West Washington St
Hagerstown, Md. 21740

NOTE:

3364 0050

ARTICLES OF AMENDMENT
OF
ROSEN'S DOWNTOWN, INC.
CHANGING ITS NAME TO:
OPR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 25, 1991 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	$

D0185819

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
ONER T. KAYLOR, JR.
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

068C3050687

A 369363

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3354 0047

904 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
09-26-91 at 8:41 A.m.

ARTICLES OF INCORPORATION
OF
DRS. DRAWBAUGH AND SAYLOR, P.A.

THIS IS TO CERTIFY:

FIRST: That I, Edward J. Drawbaugh, the incorporator, whose post office address is 690 Cherry Tree Drive, Hagerstown, Maryland 21742, being at least eighteen (18) years of age and licensed to practice medicine in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

Drs. Drawbaugh and Saylor, P.A.

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

(a) To engage in the profession of practicing medicine in the State of Maryland, in conformity with the principles and ethics of the American Medical Association, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees" as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements for the purpose of rendering medical services, with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(c) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of personal property or equipment of every kind, necessary for the rendering of its professional services.

(d) To purchase, lease, or otherwise acquire, hold, maintain, develop, improve, let, convey, mortgage, sell,

12698386

transfer, exchange, or in any manner encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

(e) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.

(f) To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.

(g) To loan or advance money, with or without adequate security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(h) To consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.

(i) To carry on the purposes, objectives and services of the Corporation through others for its own account, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for or with others authorized to render the same professional services as that of the Corporation.

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be

converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 322 East Antietam Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Lynn F. Meyers whose post office address as resident agent is 82 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have two (2) Directors (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named person shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Edward J. Drawbaugh
Michael J. Saylor

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

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

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

manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

(d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

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

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.

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

(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties to or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 25th day of September, A.D., 1991.

WITNESS:

Linda L. Hunt

Ej Drawbaugh

Edward J. Drawbaugh

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 06 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	20	Expedited Fee
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63		Rec. Fee (Merger or Consolidation)
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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 125

ATTENTION: Linda L. Prunt

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3362 1069

ARTICLES OF INCORPORATION
OF
DRS. DRAWBAUGH AND SAYLOR, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26, 1991 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	$

D3293313

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 6 1992

RETURN TO:
MEYERS, BILLINGSLEY, SHIPLEY,
CURRY, RODBELL & ROSENBAUM, P.A.
6801 KENILWORTH AVE., SUITE 400
RIVERDALE MD 20737 1385

065C3050006

A 368949

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 1062

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF REVIVAL

FOR

9-26-91 30.00

Pine Glen Incorporated
(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

Pine Glen Incorporated.

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

Pine Glen Incorporated.

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

Route 5, Box 178
Hagerstown, MD 21740.

FOURTH: The name and address of the resident agent is

George W. Rishell
Route 5, Box 178
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.

12698379

1991 SEP 23 A 8:43

1991 OCT 26 A 9:

(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.

✓ Susan W Rushell
Last Acting President/Vice President

✓ Elizabeth M Becker
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

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, George W. Rishell, Pres. of Pine Glen Incorporated
(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.

George W. Rishell
(print name beneath signature)
George W. Rishell

I hereby certify that on Sept 20, 1991 before me the
(insert date)

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

Washington County personally appeared George W.
of county for which notary is appointed) (insert name

Rishell 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

Mary Lou Smith
(signature of notary public)

My Commission expires

Nov. 1, 1994

3362 1021

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 1839 BUSINESS CODE 03 COUNTY 71

D2041630 ___ 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 ____

TOTAL FEES 80

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: RO

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 Kishell
Route 5, Box 178
Hagerstown Md
21740

NOTE:

3362 1022

THE ARTICLES OF REVIVAL
OF
PINE GLEN INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26, 1991 AT 3:00 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	$ 30.00

D2041630

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:
GEORGE RISHELL
ROUTE 5, BOX 178
HAGERSTOWN MD 21740

MAILED JAN 6 1992

064C3052565

A 368934

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ALLIANCE FOR THE MENTALLY ILL OF WASHINGTON COUNTY, INC.

ARTICLES OF INCORPORATION

This is to Certify:

FIRST

That we, the subscribers, Russell B. Wingerd, 7240 Sharpsburg Pike, Boonsboro, Maryland 21713; Hilda J. Wingerd, 7240 Sharpsburg Pike, Boonsboro, Maryland 21713; Peggy Arcidiacono, 1121 Fairview Road, Hagerstown, Maryland 21740, all residing in the State of Maryland, and all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND

The name of the Corporation (hereinafter called the("Corporation") is:

ALLIANCE FOR THE MENTALLY ILL OF WASHINGTON COUNTY, INC.

THIRD

The purpose of the Corporation is to provide support to families of the mentally ill and to perform the following charitable, educational and scientific activities in order to improve the conditions of, and to stimulate the development of needed services for, mentally ill persons in the State of Maryland:

a. To promote the quality of care, rights and interest of the mentally ill, particularly of those who cannot speak for themselves, and to advocate such policies at the state and national levels as will accomplish these objectives.

b. To develop an enlightened and more sympathetic public understanding of the problems of those afflicted with mental illness and increased awareness of the public responsibilities in dealing with these problems.

c. To provide an opportunity for families to share experiences and support each other and to assist in developing or improving coping skills.

d. To keep families informed regarding resources available and current events affecting mental health.

e. To encourage the extension and improvement of present facilities (including hospitals, private and public) and the creation of new ones, both public and private, for treatment, rehabilitation and maintenance of the mentally disables.

f. To promote better understanding of mental and emotional illness, and the eradication of the stigma associated with mental illness and the establishment of rehabilitation programs through:

(1) The dissemination of pertinent studies and reports through appropriate media.

(2) The participation in, and/or attendance at training courses, seminars, discussion groups, forums, panels, or lectures.

(3) The active promotion of independent living facilities under varying degrees of supervision for individuals with mental illness.

(4) The promotion of job training and employment, voluntary or paid, to help the mentally disabled person become as self-sufficient as possible.

(5) The maintenance of liaison with county, state and national legislators and appropriate agencies for mutual enlightenment on mental health matters.

(6) The informing of concerned officials and the general public of the import of any efforts to restore the mentally disabled to useful, responsible taxpaying citizenship.

g. To promote research into the physiological, neurological, biochemical, and genetic aspects of chronic mental illnesses that could lead to breakthroughs in our understanding of their causes, treatment, and prevention and bring about their eradication.

h. To advocate for reforms of the present judicial system to consider the creation of a phorensic branch.

i. To acquire the necessary real estate, plants and equipment to carry out all of the foregoing objectives.

j. To receive voluntary contributions and to raise funds to be used exclusively for educational, scientific and charitable purposes.

k. To undertake any activity that future experience may indicate would be of benefit to mentally disabled persons and their families that does not compromise the non-profit status of the Corporation.

FOURTH

Membership shall consist of those individuals who have an immediate family member with a mental problem, those individuals who have had mental illness, and those individuals of the community who subscribe to the purposes and objectives of the Corporation.

FIFTH

The Board of Directors shall number not less than 3 and not more than 9 members as determined from time to time by the members at one of the regular meetings.

The names and addresses of the incorporators who were appointed to serve as the initial officers and directors are:

President (and Director)	Russell B. Wingerd 7240 Sharpsburg Pike Boonsboro, MD 21713
Vice President (and Director)	Hilda J. Wingerd 7240 Sharpsburg Pike Boonsboro, MD 21713
Secretary/ Treasurer(and Director)	Peggy Arcidiacono 1121 Fairview Road Hagerstown, MD 21740
Director	Lucy Edmunds 413 Springhill Drive Hagerstown, MD 21740
Director	Bill & Nancy Kercheval Route 3, Box 22 Smithsburg, MD 21783

SIXTH

The Board of Directors may elect or appoint a President one or more Vice Presidents, a Secretary, one or more Assistant

Secretaries, a Treasurer, one or more Assistant Treasurers, and all such other officers as they may determine. Any such officer shall hold office until the annual meeting of the Board of Directors, and until his successor has been duly elected and qualifies. A Director or any officer may be removed by majority vote of the members of the Board of Directors when in their judgment sufficient cause exists for such removal.

The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

During the absence or disability of the President of the Corporation, the Vice President or designated Vice President shall have all the powers and functions of the President. The Vice President shall perform such duties as may be prescribed by the Board of Directors from time to time.

The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when countersigned by the President; he/she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors. The Treasurer shall have charge of all books and records of the Corporation. During the absence or disability of the Treasurer, the Assistant Treasurer shall have all the powers and functions of the Treasurer.

The Secretary shall keep the minutes of the Board of Directors meetings and the minutes of the general membership. He/she shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the Corporation which shall have been by the Board of Directors. The Assistant Secretary shall, in the absence of the Secretary, be authorized to perform all duties and execute all responsibilities of the Secretary.

SEVENTH

The Corporation shall not be authorized to Issue capital stock.

EIGHTH

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of

incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the state of incorporation. However, such capital contribution shall be received only in a manner to qualify under Section 170(c)(2) 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 distributed 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 payment,-Its and distributions in furtherance of the purposes set forth in Article Three above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

IN THESE ARTICLES OF INCORPORATION 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 as amended; but only such purpose 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.,

NINTH

The principal office of the Corporation shall be located at 265 Mill Street, Hagerstown, MD 21740. The Corporation may also have such offices at such other places as the Board of Directors may from time to time determine.

The name and post office address of the resident agent of the Corporation in the State of Maryland is Russell B. Wingerd, 7240 Sharpsburg Pike, Boonsboro, Maryland 21713.

3363 0042

Said resident agent is an Individual actually residing In the State of Maryland.

TENTH

The Corporation may by its By-Laws make any other provision or requirements for the arrangements 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 of the UNITED STATES.

ELEVENTH

In the event of the dissolution of the Corporation, the assets and property belonging to it shall, aftermaking provision to pay all liabilities of the Corporation, be distributed to such organizations as may be designated by the Board of Directors, provided that such organization shall have tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or under the comparable provisions of the then current Federal revenue law.

IN WITNESS WHEREOF, we have signed the Articles of Incorporation and, severally acknowledged the same to be our act on this 19th day of August, 1991.

Russell B. Wingerd

Russell B. Wingerd

Hilda J. Wingerd

Hilda J. Wingerd

Peggy Arcidiacono

Peggy Arcidiacono

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 02 MA 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
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83		Cert. Limited Partnership
84		Amendment to 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 _____

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 Poole Jr
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JW

3363 0044

ARTICLES OF INCORPORATION
OF
ALLIANCE FOR THE MENTALLY ILL OF WASHINGTON
COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 27, 1991 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	$

D3294758

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 POOLE, JR.
28 JONATHAN ST.
HAGERSTOWN MD 21740

066C3050150

A 369088

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3363 0027

924 0275:09/19/91
RVX81/6410M
Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

MARYLAND CHAIR CORPORATION

CERTIFICATE OF SECRETARY

The undersigned, Secretary of Maryland Chair Corporation, a Maryland corporation (the "Corporation"), hereby certifies that the following is a true and accurate copy of resolutions duly adopted by the board of directors of the Corporation on September 24, 1991, and the same are in full force and effect on the date hereof:

"RESOLVED: That the address of the resident agent of the Corporation hereby is changed as follows:

Old: 9th Floor, Sun Life Building
20 South Charles Street
Baltimore, Maryland 21201

New: 100 South Charles Street
Baltimore, Maryland 21201

and it is,

FURTHER RESOLVED: That the address of the principal office of the Corporation hereby is changed as follows:

Old: 9th Floor, Sun Life Building
20 South Charles Street
Baltimore, Maryland 21201

New: 100 South Charles Street
Baltimore, Maryland 21201

IN WITNESS WHEREOF, I have hereunto affixed my hand as Secretary of the Corporation this 24th day of September, 1991.

Irwin Klein, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

9-27-91 at 11:11 A.m.

12708362
3363 0433

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 71

D1288125 ____ 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	7.00	1 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 $17.00 ~~$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 065

ATTENTION: Andrew Baw

MAIL TO ADDRESS: _____

1 Check ____ Cash

NOTE: Copy made

~~1~~ 2 Documents on 1 checks

3363 0434

APPROVED BY: RMC

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
MARYLAND CHAIR CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 27, 1991 AT 11:11 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	$

D1288125

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 6 1992

RETURN TO:
WEINBERG & GREEN
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

066C3050239

A 369145

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3363 042

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ELK RIDGE TAX SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Virginia S. Breeden, whose post office address is 5233 Porterstown Road, Keedysville, Maryland, 21756, 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, and adopt the following Articles of Incorporation for such corporation.

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

ELK RIDGE TAX SERVICE, INC.

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

(a) To conduct the business of compiling information from individuals, partnerships, C corporations, S corporations and others, for the preparation and completion of their Federal, and/or State, and/or Local Income Tax Returns.

(b) To provide to various business clients the accepted practices of bookkeeping and accounting, required by their various bookkeeping and accounting needs.

(c) To provide bookkeeping, accounting, software and computer supplies, etc. for retail sales to the Corporation's clients.

12818228

(d) And, any other business services requested by it's clients for which this Corporation is qualified to provide.

FOURTH: The post office address of the principal office of the Corporation in Maryland is to be located at 5233 Porterstown Road Keedysville, 21756.

The name and post office address of the Resident Agent of the Corporation is: Virginia S. Breeden 5233 Porterstown Road Keedysville, Maryland, 21756. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The Corporation shall be a stock corporation. The total number of shares of Common Stock which the Corporation has authority to issue is Twenty Thousand (20,000) shares of the par value of One Dollar ($ 1.00) a share, all of one class, and having an aggregate value of Fifty Thousand Dollars ($ 20,000.00).

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

Virginia S. Breeden
5233 Porterstown Road
Keedysville, MD 21756

SEVENTH: The Corporation may, by its By-Laws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same not be inconsistent with these Article of Incorporation nor contrary to the laws of the State of Maryland, or of the United States of America.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on September 26th, 1991, and severally acknowledge the same to be my act.

Virginia S Breeden

Virginia S. Breeden

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

I HEREBY CERTIFY that on this 26th day of September, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Virginia S. Breeden, 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 Notary Seal the day and year last written above.

Jeanette A. Easterday

My Commission Expires: 6-1-92 Notary Public

3364 2272

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 023.0. 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: Virginia S. Breeden
5233 Portrestown Rd.
Kedysville, Md. 21756

NOTE:

2364 2233

ARTICLES OF INCORPORATION
OF
ELK RIDGE TAX SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 30, 1991 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	$

D3298718

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:
VIRGINIA S. BREEDEN
5233 PORTERSTOWN RD.
KEEDYSVILLE MD 21756

071C3051076

A 369669

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. 3364 0229

932 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9-30-91 at 8:37 A.M.

CORNER STONE REAL ESTATE OF WESTERN MARYLAND, INC.
ARTICLES OF INCORPORATION

FIRST: I, Carole Ingram, whose post office address is 301 East Antietam Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

CORNER STONE REAL ESTATE OF WESTERN MARYLAND, INC.

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

(1) To engage in the business of real estate sales, brokerage, leasing, development, management and marketing of real estate and to provide services related to the same; 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 301 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Carole Ingram, 301 East Antietam Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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 (3), but not less than (1); and

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

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

1991 SEP 30 P 8:37

12738210

Carole Ingram
Gloria Hurst
Margaret Harshman

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 any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance

with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case 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 18th day of September, 1991, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

Vicki K Smith _____ Carole Ingram _____ (SEAL)
Carole Ingram

3363 0078

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

[redacted] _____ ___ 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.
[redacted]51		Foreign Name Registration
[redacted]13		_____ Certified Copy _____
[redacted]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
[redacted]70		Change of P.O., R.A. or R.A.A.
[redacted]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. Clair Baker, Jr.
P.A.
Room 216
138 West Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE: Name reserved

___ Documents on ___ checks

APPROVED BY: PCM

3363 0079

ARTICLES OF INCORPORATION
OF
CORNER STONE REAL ESTATE OF WESTERN MARYLAND,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 30, 1991 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	$

D3294824

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 3 1992

RETURN TO:
G. CLAIR BAKER, JR.
138 WEST WASHINGTON ST., RM 216
HAGERSTOWN MD 21740

066C3050157

A 369094

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3363 0075

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

9-30-91 at 3:28 p.m.

ARTICLES OF INCORPORATION

OF

ASAOFP INC.

FIRST: I, Laurence E. Fisher, 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 ASAOFP Inc.

THIRD: The purposes for which the Corporation is formed are (1) to sell shoes, accessories and related goods and (2) to engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law that are appropriate to promote and attain its purposes.

RECEIVED '91 SEP 30 PM 3:28 STATE DEPT. OF ASSESSMENTS & TAXATION

FOURTH: The address of the principal office of the Corporation is 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Asad M. Ghattas, 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock that 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.

12758132 3263 0907

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. Asad M. Ghattas will serve as Director until the first annual meeting of the stockholders and until his successor is elected and qualifies.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. 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 applicable from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law, as applicable 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 of

Directors. 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 the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act this 30th day of September, 1991.

Laurence E. Fisher

Laurence E. Fisher

c:LEF\GHATTAS\LEFASG5.INC.

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 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 045

ATTENTION: Susan Miller

MAIL TO ADDRESS: _____

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jrs

3363 0906

ARTICLES OF INCORPORATION
OF
ASAOFP INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 30, 1991 AT 3:28 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	$ 20.00	$

D3295953

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: SUSAN MILLER
10 LIGHT STREET
BALTIMORE MD 21202

067C3050346

A 369221

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3367 000

942 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10-1-91 at 8:26A .m.

ARTICLES OF INCORPORATION

of

BLAINE PROPERTIES, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Edward A. Blaine and Margaret O. Blaine, whose post office address is 1919 Blaine Drive, Hagerstown, MD 21740 , being at least twenty-one (21) years of age do, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

BLAINE PROPERTIES, INC.

THIRD: That the purpose for which the corporation is formed is: to engage in buying, owning, renting, selling or otherwise dealing with Real Property. The aforegoing inumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object of business, in any manner to limit or restrict 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 limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The principal office in this State of the corporation is; 1919 Blaine Drive, Hagerstown, MD 21740.

97 8 AM 1- 130 1661

12748075

The Resident Agent of the corporation is: Cynthia B. Griswold residing at 12620 Grace Max Street, Rockville, MD 20853 said resident agent being a citizen of this State and actually residing herein.

FIFTH: The tolal number of shares of stock which the corporation has authority to issue is 10,000 shares with a par value of One Hundred Dollars ($100.00) per share, all of which shares are of one class and are designated common stock. The subscription for and ownership of all stock in this corporation shall be made and taken upon the condition that no holder of common stock shall have the right or power to pledge, sell, assign, or otherwise dispose of, any share or shares of the common stock of this corporation without first offering the said share or shares for sale to the remaining stockholder or stockholders and to the corporation at the price which he has been offered therfor. Such offer shall be made in writing, signed by the stockholder, and mailed to the address of the remaining stockholder or stockholders, and to the corporation, and shall remain open for acceptance for a period of sixty (60) days from the date of mailing. Notice of any such offer shall be considered sufficient if mailed to any stockholder's current address as shown on the records of the secretary of the corporation, by first class mail, postage prepaid. This provision shall be binding upon the assigns, executors, administrators, or other legal representatives of every stockholder, in the case of the sale, assignment or pledge of any share or shares of such stock, and these provisions shall be binding upon each and every present owner or future owner thereof, whether such stock shall be acquired by will or otherwise.

SIXTH: The corporation shall have such number of directors as designated in the bylaws of the corporation; provided, however, that there

shall be at no time less than three (3) directors and until the first annual meeting or until their successors are duly chosen and qualify, Edward A. Blaine, Margaret O. Blaine and William A. Pasquerette shall act as directors of the corporation.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation on this 28th day of August, 1991.

Edward A Blaine

Theresa L Duarte

Margaret O Blaine

Joseph L. Smith Sr.

WITNESS

STATE OF MARYLAND, COUNTY OF Montgomery, to wit:

I HEREBY CERTIFY THAT ON THIS 18th day of September 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared and acknowledged that they executed the aforegoing Articles of Incorporation for the purposes therein contained.

Eda H.S. Xenophontos

NOTARY PUBLIC

EDA H.S. XENOPHONTOS NOTARY PUBLIC MONTGOMERY CO., MD.

September 18, 1991

DATE

3363 079

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 023J 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	9	Foreign Name Registration
13	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 _____

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: _____
Blaine
1919 Blaine D.
Hagerstown, MD 21740

TOTAL FEES 49

✓ Check ____ Cash

NOTE: copy made

_____ Documents on _____ checks

APPROVED BY: SMF

3363 0780

ARTICLES OF INCORPORATION
OF
BLAINE PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 1, 1991 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	$

D3295649

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:
BLAINE
1919 BLAINE DR.
HAGERSTOWN MD 21740

067C3050315

A 369203

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, 3363 076

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

M. ANWAR MOHIUDDIN, M.D., P.A.

A Close Corporation

ARTICLES OF INCORPORATION

FIRST: The undersigned, Michael C. Hodes, whose post office address is 22 West Allegheny Avenue, Fourth Floor, Towson, Maryland 21204, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Maryland Professional Service Corporation Act, as amended.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is M. ANWAR MOHIUDDIN, M.D., P.A.

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

(1) To engage in the general practice of medicine, including, but not limited to, the practice of neuromuscular, rehabilitative and sports medicine;

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real or personal property necessary for the rendering of the professional services specified above; and

(3) To do such acts and carry on such business as may be permitted by the Maryland Professional Service Corporation Act, subject to the limitations thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1125 Professional Court, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Michael C. Hodes, 22 West Allegheny Avenue, Fourth Floor, Towson, Maryland 21204. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of $0.10 per share, all of one class, and having an aggregate par value of One Thousand Dollars ($1,000.00).

SIXTH: The number of directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is M. Anwar Mohiuddin, 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 warranties 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 power of the Corporation and of the director and stockholder:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

(3) No contract or other transaction between this Corporation and any other corporation, partnership, individual or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

(4) The Corporation reserves the right to make, from time to time, any amendments to its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(5) To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The Corporation shall be a Close Corporation as authorized by Section 4-201(a) of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of October, 1991, and I acknowledge the same to be my act.

WITNESS:

Michael C. Hodes

corp\anwar.aoi

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 96 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: Elise Butler

MAIL TO ADDRESS: Michael C. Hodes ESQ.
22 W Allegheny Ave.
3rd Floor
Towson, MD 21204

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMS

3364 1372

ARTICLES OF INCORPORATION
OF
M. ANWAR MOHIUDDIN, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 1, 1991 AT 4:33 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	$

D3297603

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 6 1992

RETURN TO:
ELISE BUTLER
22W. ALLLEGHENY AVE.
3RD. FLOOR
TOWSON MD 21204

070C3050926

A 369527

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

POOR BOY STABLES, INC.

APPROVED FOR RECORD
10-03-91 at 9:19 Am.

ARTICLES OF INCORPORATION

FIRST: I, Raymond K. Ramsey, whose post office address is 16419 Woburn Road, Sharpsburg, Maryland 21782, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in providing entertainment in the form of horseback trail rides and related agricultural functions, and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 16419 Woburn Road, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State are Raymond K. Ramsey, 16419 Woburn Road, Sharpsburg, Maryland 21782. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The name of the director who shall act until the first annual meeting or until his successor is duly elected and qualified is:

Raymond K. Ramsey

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

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to 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 16th day of September, 1991, and I acknowledge the same to be my act.

Raymond K. Ramsey
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 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: _____

MAIL TO ADDRESS: Thomas A. Wade ESQ
Ste 204
44 N. Potomac St
Hagerstown, Md. 21740

TOTAL FEES _____

40 Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
POOR BOY STABLES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 3, 1991 AT 9:19 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	$

D3298395

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 MARYEAND.

MAILED JAN 6 1992

RETURN TO:
THOMAS A. WADE, ESQ.
44 N. POTOMAC ST
STE. 204
HAGERSTOWN MD 21740

07103051044

A 369638

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 7354 2050

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10-04-91 at 8:45 A.m.

ARTICLES OF INCORPORATION
OF
BELLONI DEVELOPMENT, INC.

1991 OCT -4 AM 8:45

THIS IS TO CERTIFY:

FIRST: I, the undersigned, George L. Belloni, whose post office address is 879 Commonwealth Avenue, 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 Belloni Development, Inc.

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

Licensing and management of pizza and Italian 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.

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 879 Commonwealth Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is George L. Belloni, 879 Commonwealth Avenue, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

12778344 3364 1662

ER & ATTORNEYS AT LAW
POOLE, ...

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: George L. Belloni.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of Oct, 1991.

Nancy E. Hoss

G. L. Belloni
George L. Belloni

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

I HEREBY CERTIFY, that on this 2nd day of Oct, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George L. Belloni and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hoss
Notary Public

My Commission Expires: 4/1/93

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	8	1 Certified Copy 2
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.

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

TOTAL FEES 48

✓ ____ Check ____ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: CM

3364 1664

ARTICLES OF INCORPORATION
OF
BELLONI DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 4, 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	$ 20.00	$

D3298007

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 6 1992

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

070C3050966

A 369559

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2254 1661

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10-04-91 at 8:45 A.m.

1991 OCT -4 AM 8:45

ARTICLES OF INCORPORATION
OF
BELLONI, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, George L. Belloni, whose post office address is 879 Commonwealth Avenue, 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 Belloni, Inc.

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

Operation of pizza and Italian 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.

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 879 Commonwealth Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is George L. Belloni, 879 Commonwealth Avenue, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: George L. Belloni.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of Oct, 1991.

Nancy E. Harris

George L. Belloni

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

I HEREBY CERTIFY, that on this 2nd day of Oct, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George L. Belloni and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4/1/93

3364 1667

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 ___ 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	8	1 Certified Copy 2
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.

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

TOTAL FEES 48

✓ Check ___ Cash

NOTE: Copy made

___ Documents on ___ checks

APPROVED BY: PCM

2364 1668

ARTICLES OF INCORPORATION
OF
BELLONI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 4, 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	$ 20.00	$

D3298015

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:
SYNDER & POOLE
ATTN: G. E. "CHIP" SYNDER, JR.
28 JONATHAN ST.
HAGERSTOWN MD 21740

070C3050967

A 369560

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

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

NOTICE OF CHANGE OF RESIDENT AGENT

AND PRINCIPAL OFFICE

OF

ANTIETAM DEVELOPMENT, LTD.

August 2, 1991

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

I, Jone L. Bowman, Secretary of Antietam Development, Ltd. (the "Corporation") certify that the following resolutions were adopted by the Board of Directors of the Corporation by unanimous written consent dated August 2, 1991:

RESOLVED: That the address of ~~the principal office~~ of the Corporation ~~is changed~~ from P.O. Box 3147 Hagerstown, Maryland 21741-3147 ~~to Route 2, Box 43C Williamsport, Maryland 21795.~~

RESOLVED: That P & M Agent Corporation is removed as resident agent and ~~that Donald M. Bowman, Jr.~~, who is a resident of Maryland and whose post office address is ~~Route 2, Box 43C, Williamsport, Maryland 21795,~~ is ~~designated as the resident agent of~~ the Corporation.

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

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

Enclosed is a check for $20.00 to cover the cost of filing and recording this notice.

Jone L. Bowman (SEAL)
Jone L. Bowman

12778388

RECEIVED

RECEIVED

c:LEF\BOWMAN\LEFDMB7.NOT

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

10-4-91 at 10:18 A.m.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 11

D21208806 ____ 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 065

ATTENTION: Larry Fisher

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
ANTIETAM DEVELOPMENT, LTD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 4, 1991 AT 10:18 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	$

D2120806

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 6 1992

RETURN TO:
WEINBERG & GREEN
ATTN: LARRY FISHER
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

070C3050982

A 369574

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
10-07-91 at 8:32 .m.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER, entered into this 1st day of October, 1991, by and between, The Trophy Shop, Inc., a Maryland corporation (hereinafter referred to as "Transferor") and Identification Systems, 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, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Identification Systems, Inc. 806 Frederick Street, Hagerstown, Maryland 21740.

THIRD: The name and State of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is The Trophy Shop, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Identification Systems, Inc., a corporation organized under the laws of the State of Maryland.

Transferee was incorporated on September 25, 1991, under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article Ninth herein, is One Hundred Forty-six Thousand and 00/100 Dollars ($146,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated October 1, 1991, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is: None.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 806 Frederick Street, Hagerstown, Maryland 21740. Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is

chlossberg & DiGirolamo
ttorneys at Law
34 West Washington Street
agerstown, Maryland 21740

advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: The Board of Directors of Transferee, 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 purchase of substantially all the assets of Transferee 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 by unanimous written informal action all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferee, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

NINTH: In consideration of the payment to Transferor of One Hundred Forty-six Thousand Dollars ($146,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

SEE ATTACHED BILL OF SALE, COVENANT NOT TO COMPETE AND ASSIGNMENT OF LEASE.

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

DiGirolamo
w
hington Street
Maryland 21740

IN WITNESS WHEREOF, The Trophy Shop, Inc., and Identification Systems, 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 _____ day of October, 1991.

ATTEST:

Kenneth Grove, Secretary

THE TROPHY SHOP, INC.

By: David K. Lookabaugh, President

ATTEST:

Linda K. Weaver, Secretary

IDENTIFICATION SYSTEMS, INC.

By: Dennis Weaver, President

THE UNDERSIGNED, President of The Trophy Shop, 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 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 K. Lookabaugh, President

THE UNDERSIGNED, President of Identification Systems, 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 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.

Dennis Weaver, President

chlossberg & DiGirolamo
ttorneys at Law

34 West Washington Street
agerstown, Maryland 21740

COPY

BILL OF SALE

This Bill of Sale, made this 1st day of October, 1991, by The Trophy Shop, Inc., of Washington County, Maryland (hereinafter "Seller").

FOR VALUE RECEIVED, and in consideration of the sum of $111,000.00, the Seller does hereby bargain, sell, transfer, and assign unto Identification Systems, Inc., a Maryland corporation its absolute ownership interest in and to all its rights, fixtures, equipment, inventory and leasehold improvements (except those leasehold improvements belonging to the landlord of each of the respective Premises pursuant to the terms of any leases affecting said Premises) and all personal property (tangible and intangible), goodwill, trade names, telephone numbers, etc., used or usable in the operation of the business known as The Trophy Shop, now located at 806 Frederick Street, Hagerstown, Maryland and 45-N Waverly Drive, Frederick, Maryland; said tangible personal property being more particularly described on Exhibit "1" attached hereto.

IN WITNESS WHEREOF, the undersigned has set its name and seal the day and year first above written.

THE TROPHY SHOP, INC.

Witness

BY: David K. Lookabaugh
President

Girolamo

gton Street
yland 21740

3367 180

MACHINERY

3 - 810 NEW HERMES ENGRAVERS
1 - TRS 80 Computer
1 - TRS-80 Printer
1 - DAHLGREN ENGRAVER
1 - KROY 190 PRINTING MACHINE
25 - DISKS FOR PRINTING MACHINE
1 - SEARS DRILL PRESS
1 - FAMCO SHEAR
1 - NEW HERMES BEVELER
1 - 10" RADIAL SAW
2 - NEW HERMES 12" METAL CUTTERS
1 - RUSCOE Roller
1 - RUSCOE Trophy BRAKE
1 - "Z" BENDER
1 - MUG FACTOR MACHINE
1 - XPRESS SUBLIMATION MACHINE
1 - XPRESS HEAT MACHINE
2 - 3 in 1 Hole punch, CORNER MACHINES
1 - NEW HERMES SAFETY MACHINE

COPY

COVENANT NOT TO COMPETE

THIS COVENANT NOT TO COMPETE, made this 1st day of October, 1991, by The Trophy Shop Inc., a Maryland corporation, ("Seller"), David K. Lookabaugh, Kenneth Grove, and Michael Bookheimer (hereinafter collectively referred to as the "Seller Principals") in favor of Identification Systems, Inc., and Dennis Weaver.

In consideration of the sum of $36,000.00 in hand paid unto Seller and the further sum of $1,000.00 in hand paid to each of the Seller Principals, the receipt and sufficiency of which said sums is hereby acknowledged, Seller and Seller Principals covenant and agree that they will not, for a period of two (2) years from October 1, 1991, engage directly or indirectly, on behalf of, or in conjunction with, either personally or as a partner, associate, manager, agent, shareholder, investor, employee or otherwise, in the ownership, operation or establishment of any business similar or related to that of Seller within thirty (30) miles of either location of the Subject Business as noted in Paragraph 1 of the Agreement of Sale between the parties of even date herewith; excepting from the operation and effect of this Covenant Not To Compete any such business located within five (5) miles of the Public Square of Chambersburg, Pennsylvania. If the provisions of this Covenant Not To Compete, or any portion hereof, shall be deemed illegal or unenforceable by a court of competent jurisdiction, such illegal or unenforceable provisions shall by operation of law, be amended and reduced in scope to the minimum extent necessary to be legal and enforceable, and this Covenant shall thereafter be interpreted and enforced as thereby amended.

IN WITNESS THEREOF, the parties hereto have hereunto set their hands and seals or caused these presents to be signed by their proper officers and caused their proper corporate seal to be hereto affixed, the day and year first above written.

"SELLER"
THE TROPHY SHOP, INC.

Witness

BY: David K. Lookabaugh (SEAL)
David K. Lookabaugh
President

"SELLER PRINCIPALS"

Witness

David K. Lookabaugh (SEAL)
David K. Lookabaugh

Witness

Kenneth Grove
Kenneth Grove

Witness

Michael Bookheimer
Michael Bookheimer

3367 1394

Girolamo
ngton Street
ryland 21740

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 30th day of September, 1991, before me, a Notary Public, in and for the State and County aforesaid, personally appeared David K. Lookabaugh, President of The Trophy Shop, Inc., who did acknowledge that he is authorized to execute the aforegoing Covenant and further acknowledged that he executed the same as its voluntary act and deed

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year first above written.

Pamela S. Ambrose
Notary Public

MY COMMISSION EXPIRES:
July 1, 1995

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 30th day of September, 1991, before me, a Notary Public, in and for the State and County aforesaid, personally appeared David K. Lookabaugh, who did acknowledge that he executed the aforegoing Covenant as his voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year first above written.

Pamela S. Ambrose
Notary Public

MY COMMISSION EXPIRES:
July 1, 1995

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 30th day of September, 1991, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Kenneth Grove who did acknowledge that he executed the aforegoing Covenant as his voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year first above written.

Pamela S. Ambrose
Notary Public

MY COMMISSION EXPIRES:
July 1, 1995

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 30th day of September, 1991, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Michael Bookheimer who did acknowledge that he executed the aforegoing Covenant as his voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year first above written.

Pamela S. Ambrose
Notary Public

MY COMMISSION EXPIRES:
July 1, 1995

lossberg & DiGirolamo
orneys at Law

4 West Washington Street
gerstown, Maryland 21740

COPY

ASSIGNMENT OF LEASE

THIS ASSIGNMENT OF LEASE, made this 1st day of October, 1991, by and between, The Trophy Shop, Inc. (hereinafter "Assignor"), and Identification Systems, Inc. (hereinafter "Assignee"), and Frederick Investment Group (hereinafter "Landlord").

RECITALS

WHEREAS, on or about January 1, 1989, Dennis Weaver, t/a Shipley's Trophy Shop entered into a Lease Agreement for certain premises more particularly described therein; which said Lease Agreement was subsequently amended by an undated Addendum between the landlord named in said Lease Agreement and the Assignor, and describing the leased premises as 45-N Waverly Drive, Frederick, Maryland and;

WHEREAS, Landlord has succeeded to all of the right, title and interest of the landlord named in the Lease Agreement and Addendum; and

WHEREAS, the Assignee has contracted to purchase the business of the Assignor located in the premises above-described and to obtain an Assignment of the Lease Agreement and Addendum; and

WHEREAS, upon the date and execution hereof, Assignor shall be released and discharged from any obligation under said Lease Agreement and Addendum.

NOW THEREFORE, IT IS MUTUALLY AGREED AS FOLLOWS:

1. Assignor does hereby transfer and assign unto Assignee all of the Assignor's right, title and interest in and to the above described Lease Agreement.

2. Assignee and its assigns, hereby assumes responsibility for the performance of all the obligations and conditions of said Lease Agreement, on the part of Tenant to be performed for the period from October 1, 1991, to the end of the lease term. Assignee, does hereby agree to, and shall, at all times hereafter, indemnify and save harmless the Assignor, its assigns, from any and all claims and demands, suits, actions or judgments, at law or in equity, whether asserted by the Landlord, its successors or assigns, or by any other party, governmental authority or administrative agency, arising out of Assignee's use and possession of said premises or by reason of any breach by Assignee of the Lease Agreement for the period from October 1, 1991, to the end of the lease term.

S. DiGirolamo
Law

shington Street
Maryland 21740

3. Assignor hereby warrants and represents that the terms and provisions of said Lease Agreement, on the part of Tenant to be performed, to the date hereof, have been fulfilled, that all rentals and other obligations are current, and that there are no pending claims or demands being asserted by the Landlord by reason of the occupancy of said premises, Assignor further promises to continue to perform all of his obligations as Tenant pursuant to the Lease Agreement until Assignee takes possession of the premises. All rental payments and other payments under the Lease Agreement shall be prorated as of October 1, 1991. Assignor hereby agrees to indemnify and save harmless the Assignee, its assigns, from any and all claims and demands, actions or judgments, at law or in equity, whether asserted by the Landlord, its successors or assigns, or by any other party, governmental authority or administrative agency, in connection with Assignor's breach of the representation and warranty set forth in this Paragraph 3.

4. Assignee, and its assigns, shall at all times hereafter, indemnify and hold Assignor harmless from any and all claims and demands, suits, actions or judgments, at law or in equity, and from damages and liability whatsoever, arising from or out of the occupancy of said premises by Assignee, its assigns, employees, agents or contractors, and from any loss of damage arising from any negligence or acts of commission or omission on the part of the Assignee, its assigns, employees, agents or contractors. Until Assignor is released and discharged from all obligations under the Lease Agreement, Assignee shall place and maintain public liability insurance coverage for the premises, and shall name Assignor as an additional party insured, in that amount required under the Lease Agreement. Upon request, Assignee shall deliver to Assignor a copy or certificate of such insurance. In the event Assignee is notified of any cancellation of such insurance, the Assignee shall immediately notify Assignor and the latter shall have the option to take the necessary steps to place and maintain such public liability insurance coverage, at the Assignee's expense.

5. The terms hereof shall survive the closing of the transaction between Assignor and Assignee.

AS WITNESS THE HANDS AND SEALS OF THE PARTIES HERETO AS OF THE DAY AND YEAR FIRST ABOVE WRITTEN:

WITNESS:

"ASSIGNOR"
THE TROPHY SHOP, INC.

BY: _____ (SEAL)
David K. Lookabaugh
President

lossberg & DiGirolamo
rneys at Law

West Washington Street
gerstown, Maryland 21740

IDENTIFICATION SYSTEMS, INC.

_____ BY: _____(SEAL)
Dennis Weaver
President

Landlord does hereby consent to the aforegoing Assignment of Lease in accordance with the terms and provisions hereinabove set forth.

FREDERICK INVESTMENT GROUP

_____ BY: _____(SEAL)

)Girolamo
ngton Street
aryland 21740

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 MR BUSINESS CODE _____ COUNTY 71

[redacted] # _____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~
(Transferor) The Trophy Shop, Inc
D2715829

~~Surviving~~
(Transferee) Identification Systems, Inc.
D3292117
71

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
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63		Rec. Fee (Merger or Consolidation)
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66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
[redacted] 51		Foreign Name Registration
[redacted] 13		_____ Certified Copy _____
[redacted] 56		Penalty
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53		Foreign Resolution
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76		Certificate of Merger/Transfer
75		Special Fee
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
[redacted] 70		Change of P.O., R.A. or R.A.A.
[redacted] 91		Amend/Cancellation, For. Limited Part.
___	10	Other Xerox copy
		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: Anna M. Easton

MAIL TO ADDRESS: Schlossberg & Digiralamo
134 West Washington St.
P.O. Box 4227
Hagerstown, Md. 21741-4227

TOTAL FEES 30

✓ Check ___ Cash

NOTE: Copy made

_____ Documents on _____ checks

3367 1399

APPROVED BY: Jm T

980

ARTICLES OF TRANSFER
OF
THE TROPHY SHOP, INC.
(A MD CORP.) TRANSFEROR
AND
IDENTIFICATION SYSTEMS, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 7, 1991 AT 4:32 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	$

03292117

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 6 1992

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ANNA M. EASTON
134 W. WASHINGTON STREET
P.O. BOX 4227
HAGERSTOWN MD 21741 4227

078C3051895

A 370352

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. 3367 180

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

CERTIFICATE

OF

CORPORATE RESOLUTION

I, Roger T. Craig, the undersigned, Secretary of DRR, Ltd., a Maryland Corporation, do hereby certify to the Maryland Department of Assessments and Taxation that (a) a meeting of the Board of Directors of the said Corporation duly called and held on the 24th day of July, 1991, a quorum being at all times present, the following resolution was unanimously adopted and recorded in the minute book of said Corporation, kept by me, (b) such resolution is in accord with and pursuant to the Articles of Incorporation, Charter and By-Laws of said Corporation, (c) such resolution is now in full force and effect and have not been revoked or amended in any manner, and (d) the attached resolution is a true and correct copy of the resolution as adopted as set forth herein:

SEE ATTACHED RESOLUTION

DRR, LTD.

9-24-91
(Date)

By: Roger T. Craig
Roger T. Craig, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-9-91 at 8:27 A.m.

1991 OCT -9 AM 8:27

1991 OCT 26 A 9:4

12828000

3365 1997

DRR, LTD.
INFORMAL ACTION OF THE BOARD OF DIRECTORS
MEETING DATE: JULY 24, 1991

The undersigned, constituting all of the members of the Board of Directors of DRR., Ltd., a Maryland Corporation (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:

BE IT RESOLVED: That ~~the Resident Agent is~~ changed from Roger Schlossberg, whose address is 134 West Washington Street, Hagerstown, Maryland 21740, ~~to G. Clair Baker, Jr.,~~ Esquire, whose address is 138 West Washington Street, Hagerstown, Maryland 21740, for the Corporation and is authorized to file all necessary documents with the Maryland Department of Assessments and Taxation to complete this appointment as Resident Agent for the Corporation; and be it further

RESOLVED: That all actions heretofore taken by the officers and/or agents of this Corporation concerning the above be, and the same hereby are, ratified, approved and confirmed.

This Informal Action of the Board of Directors may be executed in counterparts.

Witness our hands and seals this 24th day of July, 1991.

Roger T. Craig (SEAL)
Roger T. Craig

(SEAL)
David R. Rider

Roger T. Craig (SEAL)
Roger T. Craig, Secretary

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

D2573061 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

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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
____ Designation of Resident Agent
✓ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
A. Clair Baker Jr. Esq.
138 West Washington Street
Hagerstown MD 21740

TOTAL FEES $10.00

1 Check ____ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

FEB 1990

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
DRR, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1991 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:
$	$ 10.00	$

D2573061

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. CLAIR BAKER
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

076C3051524

A 370082

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 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

APPROVED FOR RECORD
10-9-91 at 11:19a.m.

ARTICLES OF INCORPORATION

OF

UTILITY SUPPLY COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That I, Colette R. Mills, whose address is P.O. Box 51, Chewsville, Maryland 21721, being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is UTILITY SUPPLY COMPANY, INC.

THIRD: The period of existence shall be perpetual.

FOURTH: The purpose for which the Corporation is formed and the business and objectives to be carried on and promoted by it are, all to the extent permitted business corporations under the General Corporation Laws of Maryland, as follows:

a. To conduct a business for the sale of utility poles and related components and supplies for the purpose of making a profit.

b. To conduct business in the State of Maryland, other states, territories, districts and colonies of the United States of America and in foreign countries; to have one or more offices outside of the State of Maryland.

c. To do everything necessary or proper for the accomplishment of the purposes or the furtherance of the powers herein expressed, or incidental thereto, and to have and exercise all the powers now or hereafter conferred upon corporations by the laws of the State of Maryland. The foregoing clauses shall be construed as powers as well as objects and purposes. The enumeration herein of specific objects, purposes and powers shall not be held to limit or restrict in any way the general objectives, purposes and powers of the Corporation. The matters specified in any clause shall, except where otherwise expressed, be in no way limited to or restricted by reference to or inference from the terms of any other clause of this or any other Article in these Articles of Incorporation, but the objectives, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objectives, purposes and powers.

FIFTH: The Resident Agent of the Corporation shall be:

Colette R. Mills
P.O. Box 51
Chewsville, MD 21721

SIXTH: The Post Office address of the principal office of the Corporation in this State is: P.O. Box 267, Funkstown, Maryland 21734.

SEVENTH: The maximum amount of capital stock of this Corporation is to be 1,000 (one thousand) shares of common stock, bearing no par value, all of common class.

EIGHTH: The Corporation shall have two (2) directors. The names and addresses of the initial directors are as follows:

Michael L. Baughman
11655 Rocky Meadow Road
Clearspring, MD 21722

Douglas M. Mills
P.O. Box B
Williamsport, MD 21795

The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation, except that the number of directors shall never be less than one (1).

The term of office of each director shall be perpetual. Nothing herein will be construed to prevent a director's voluntary resignation at any time.

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

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation. The Corporation reserves the right to make, from time to time, any amendments of this Charter which may now or

hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, reclassifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of all of such stock at the time outstanding, by vote at a meeting or in writing, with or without a meeting.

TENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the 9th day of September, 1991.

Colette R. Mills
Colette R. Mills
Incorporator

STATE OF MARYLAND)
) ss.
COUNTY OF MONTGOMERY)

THIS IS TO CERTIFY that on the 9th day of September, 1991, before the subscriber, a Notary Public in and for the State of Maryland, personally appeared Colette R. Mills, Incorporator, and did acknowledge the foregoing Articles of Incorporation to be her act and deed.

Witness my hand and seal this 9th day of September, 1991.

Susan L. Willett
Notary Public

My Commission Expires: 6/1/95

3365 1520

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 _____

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: Colette R. Mills

MAIL TO ADDRESS: Utility Supply Company, Inc., P.O. Box 51 Chewsville, Md. 21721

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY JmT

3365 1531

990

ARTICLES OF INCORPORATION
OF
UTILITY SUPPLY COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1991 AT 11:19 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	$

D3301272

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 5 1992

RETURN TO:
COLETTE R. MILLS
UTILITY SUPPLY COMPANY, INC.
P.O. BOX 51
CHEWSVILLE MD 21721

076C3051434

A 369999

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

3365 1536

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10-09-91 at 11:20 A.M.

ARTICLES OF INCORPORATION

OF

FRANKLIN & SONS ELECTRICAL CONTRACTING, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., 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 **FRANKLIN & SONS ELECTRICAL CONTRACTING, INC.**

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

To perform and provide commercial and residential electrical contracting and insulation services.

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.

1991 OCT -9 AM 11:20

12948029

3369 1960

FOURTH: The post office address of the principal office of the Corporation in this State is 88 West Lee Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Teresa L. Barr, 14663 National Pike, Clear Spring, Maryland, 21722. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue are ten thousand (10,000) shares of the par value of Ten Dollars ($10.00) 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 three (3), 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 Teresa L. Barr, Leroy Myers, Sr. and John F. Barr.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 8th day of October, 1991.

WITNESS:

Susan E. Becker _____ Howard W. Gilbert, Jr. _____ (SEAL)
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of October, 1991, 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.

Susan E. Becker
Notary Public

My Commission Expires: 10/1/95

994

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 023J 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: Howard Gilbert

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

TOTAL FEES 49

✓ Check ___ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: JmT

3368 1963

ARTICLES OF INCORPORATION
OF
FRANKLIN & SONS ELECTRICAL CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1991 AT 11:20 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	$

D3307717

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: HOWARD GILBERT
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

082C3052626

A 370948

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. 2369 1959

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

10/11/91 10:22 a

Kingsbury Electric, Inc.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

FIRST: We, Gerald Kingsbury and Lisa Kingsbury, whose post office address is 16775 Taylors Landing Road, Sharpsburg, Maryland 21782, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the Maryland General Corporation Law.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Kingsbury Electric, 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 from time to time.

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

(1) To solicit, bid for, enter into, and perform contracts for the doing of electrical work and the furnishing of electrical accessories, materials, and supplies of all kinds.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 16775 Taylors Landing Road,

1991 OCT 11 AM 10:22

12848454

3367

Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State are Gerald Kingsbury, 16775 Taylors Landing Road, Sharpsburg, Maryland 21782.

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 Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, whose names are Gerald Kingsbury and Lisa Kingsbury.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of September, 1991, and we acknowledge the same to be our act.

Gerald Kingsbury
Gerald Kingsbury

Lisa Kingsbury
Lisa Kingsbury

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: _____

MAIL TO ADDRESS: John G. Kreng, Jr., Esq.
3440 Ellicott Center Drive, Suite 13
Box 1424
Ellicott City, Maryland 21041

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HN

3367 0429

~~3366 2020~~

ARTICLES OF INCORPORATION
OF
KINGSBURY ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 11, 1991 AT 10:22 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	$

D3302262

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 6 1992

RETURN TO:
JOHN G. KENIG, JR., ESQ.
3440 ELLICOTT CTR. DR., STE. 103
P.O. BOX 1424
ELLICOTT CITY MD 21041

077C3051620

A 370159

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. 3357 0425

1000 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

Articles of Amendment and Restatement

~~AMENDED AND RESTATED ARTICLES OF INCORPORATION~~

OF

THE DUTCHER CORPORATION

THE DUTCHER CORPORATION, a Maryland corporation, having its principal office at 82 West Washington Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessment and Taxation of Maryland, that:

"FIRST: The Charter of the Corporation is hereby amended and restated by striking out ARTICLES SECOND, THIRD, FOURTH, FIFTH, SIXTH, and SEVENTH and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: The Dutcher Corporation.

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

"(a) to produce, manufacture, and sell vans and motorized vehicles; and

"(b) to carry on any and all business, transactions, and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraph of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

"FOURTH: The post office address of the principal office of the Corporation in this State is 82 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is William C. Wantz, whose post office address is 123 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

"FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is TWENTY MILLION TWO HUNDRED THOUSAND (20,200,000) shares, TWENTY MILLION (20,000,000) of which shall be of a class designated as Common Stock, $0.01 par value per share, the aggregate par value of which is $200,000, and TWO HUNDRED THOUSAND (200,000) of which shall be of a class designated as Preferred Stock, $0.01 par value per share, the aggregate par value of which is $2,000.

"All or any part of the authorized stock of the Corporation may be issued and sold, from time to time, by the Corporation,

12898311

[redacted]

12898310

without further action by shareholders, for such consideration and to such persons and on such terms an conditions as may, from time to time, be fixed or determined by the Board of Directors. The voting powers, designations, preferences, and relative, participating, optional, or other special rights, and the qualifications, limitations, or restrictions thereof, of the classes of stock of the Corporation which are fixed by these Amended and Restated Articles of Incorporation, and the authority vested in the Board of Directors to fix by resolution or resolutions providing for the issuance of Preferred Stock and the voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the shares of Preferred Stock which are not fixed by these Amended and Restated Articles of Incorporation, are as follows:

"a. Preferred Stock. The Preferred Stock may be issued, from time to time, in one or more series, each such series to have such distinctive designation or title as may be fixed by the Board of Directors prior to the issuance of any shares thereof. Each such series may differ from every other series already outstanding as may be determined from time to time by the Board of Directors. Prior to the issuance of any shares thereof, in any or all of the following, but in no other respects:

"(1) The rate of dividend which the Preferred Stock of any such series shall be entitled to receive, whether the dividends of such series shall be cumulative or non-cumulative, and, if such dividends shall be cumulative, the date from which they shall be cumulative.

"(2) The right or obligation, if any, of the Corporation to redeem shares of Preferred Stock of any series and the amount per share which the Preferred Stock of any such series shall be entitled to receive in case of the redemption thereof, and the right, if any, of the Corporation to reissue any such shares after the same shall have been redeemed.

"(3) The amount per share which the Preferred Stock of any such series shall be entitled to receive in case of the redemption thereof, and the right, if any, of the Corporation to reissue any such shares after the same shall have been redeemed.

"(4) The right, if any, of the holders of Preferred Stock of any such series to convert the same into other classes of stock, and the terms and conditions of such conversion.

"(5) The voting power, if any, of the holders of Preferred Stock of any series, and the terms and conditions under which they may exercise such voting power.

"(6) The terms of the sinking fund or fund of a similar nature, if any, to be provided for the Preferred Stock of any such series.

"The description and terms of the Preferred Stock of each series in respect of the foregoing particulars shall be fixed and determined by the Board of Directors by appropriate resolution or resolutions at or prior to the time of the authorization of the issue of the original shares of each such series.

"b. Distribution of Stated Dividends. In case the stated dividends and the amounts payable on liquidation, distribution, or sale of assets, dissolution, or winding up of the corporation are not paid in full, the holders of all series of the Preferred Stock shall share ratably in the payment of dividends, including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full and in any distribution of assets other than by way of dividends, in accordance with the sums which would be payable on such distribution if all sums payable were discharged and paid in full.

"c. Distribution of Preferred Stock Dividends. The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, preferential dividends in cash at, but not exceeding, the annual rate fixed for each particular series. The holders of the Preferred Stock shall not be entitled to receive any dividends thereon other than dividends referred to in this Subdivision 3.

"d. Limitations on Distribution of Dividends. So long as any of the Preferred Stock remains outstanding, in no event shall any dividend whatever, whether in cash or other property (other than shares of Common Stock), be paid or declared or any distribution be made on the Common Stock, nor shall any shares of the Common Stock be purchased, retired, or otherwise acquired for a consideration by the Corporation unless (a) the full dividends of the Preferred Stock for all past dividend periods from the respective date or then current quarter-yearly dividend period shall have been paid or declared and a sum set apart sufficient for the payment thereof, and (b) if at any time the Corporation is obligated to retire shares of any series of the Preferred Stock pursuant to a sinking fund or a fund of a similar nature, all arrears, if any, in respect of the retirement of the Preferred Stock of all such series shall have

been made good. Subject to the foregoing provisions and not otherwise, such dividends (payable in cash, stock, or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of the remaining funds of the Corporation legally available therefor, and the Preferred Stock shall not be entitled to participate in any such dividend, whether payable in cash, stock, or otherwise.

"e. Distribution of Dividends Upon Dissolution. In the event of any liquidation, distribution, or sale of assets, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series shall be entitled to be paid in cash the applicable liquidation price per share fixed at the time of the original authorization of issuance of shares of such respective series, together with a sum, in the case of each share of the Preferred Stock, computed at the annual dividend rate for the series of which the particular share is a part from the date on which dividends on such share became cumulative to the date fixed for such distribution or payment less the aggregate amount of all dividends theretofore and on such distribution or payment date paid thereon. If such payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock according to their respective shares.

"f. Rights of Holders of Common Stock. Subject to the powers, preferences, and rights and the qualifications, limitations, and restrictions thereof, with respect to each class of capital stock of the Corporation having any preference or priority over the Common Stock, the holders of the Common Stock shall have and possess all rights appertaining to capital stock of the corporation.

"SIXTH: The Corporation shall have five (5) directors (which number may be increased or decreased, but to not less than three (3) or the number of stockholders, whichever is less and to not more than twenty-five (25), pursuant to the By-Laws of the Corporation).

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

"a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable.

"b. No contract or other transaction between this Corporation and any other corporation, partnership, individual, or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners, or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction, or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction, or act shall be authorized, approved, or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction, or act shall be authorized, ratified, or approved in any other manner permitted by the Maryland General Corporation Law.

"c. The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth set forth in the charter.

"d. The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, or limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.

"e. Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.

"f. To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the corporation, serve or have served, another corporation, partnership, joint venture, trust, or other enterprise in one or more of such capacities."

SECOND: The board of directors of the Corporation on June __, 991, duly adopted a resolution in which was set forth the foregoing mendment to, and restatement of, the charter, declaring that the aid amendment and restatement of the charter as proposed was dvisable and directing that it be submitted for action thereon by he stockholders of the Corporation.

THIRD: The amendment and restatement of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation on June 17, 1991, by Unanimous Action Without Meeting.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

FIFTH: The amended and restated articles of incorporation shall become effective upon filing with the Department of Assessments and Taxation.

IN WITNESS WHEREOF, THE DUTCHER CORPORATION has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on June 17, 1991.

THE DUTCHER CORPORATION

By: James R. Thompson
James R. Thompson, President

ATTEST:

William Sweeney, Secretary

DIRECTORS

Cornelius G. Dutcher
c/o William K. Sweeney
11440 W. Bernardo Court
Suite 290
San Diego, CA 92127

James R. Thompson
c/o William K. Sweeney
11440 W. Bernardo Court
Suite 290
San Diego, CA 92127

1006

THE UNDERSIGNED, President of THE DUTCHER CORPORATION, who executed on behalf of said corporation the foregoing Amended and Restated Articles of Incorporation, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Amended and Restated Articles of Incorporation to be the corporate act of said corporation, and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

James R. Thompson
JAMES R. THOMPSON, 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 132.J. BUSINESS CODE _____ COUNTY 71

D1836675 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	40	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	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 007

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES 13

✓ Check ___ Cash

1 Documents on 3 checks

NOTE: Pls S. Fugett
Copy made

APPROVED BY: PCM

3368 1079

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE DUTCHER CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 16, 1991 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:
$ 40.00	$ 20.00	$

D1836675

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 8 1992

RETURN TO:
THE CORPORATION TRUST
INCORPORATED
32 SOUTH STREET
BALTIMORE MD 21202

080C3052455

A 370680

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 3368 FOLIO 1070.

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

HI-TAIL, 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 N. 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 Hi-Tail, Inc.

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

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

(1) To own, operate, manage or have an interest in transportation equipment; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 12803 Navy Way, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Richard N. Funkhouser, Jr., 12803 Navy Way, Hagerstown, Maryland 21742. 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 N. Funkhouser, Jr..

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations 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 October, 1991, 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 14th day of October, 1991, 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

3367 2394

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 023.1. BUSINESS CODE 03 COUNTY 71

[redacted] ____ 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.
[redacted]1		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 _____

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: A

3367 2395

ARTICLES OF INCORPORATION
OF
HI-TAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 16, 1991 AT 11:23 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	$ 20.00	$

D3305141

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 6 1992

RETURN TO:
RICHARD W. LAURICELLA, P.A.
ATTORNEY AT LAW
498 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

079C3052248

A 370500

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. 3367 2392

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF INCORPORATION

OF

HAGERSTOWN INDUSTRIAL SUPPLY CO., INC.

FIRST: We, the undersigned, David Pengelly whose post office address is 1512 Kensington Drive, Hagerstown, Maryland, 21740, and Russell Trinchera, whose post office address is Rt. 2, Box 257-D, Berkeley Springs, West Virginia, 25411, each being at least twenty-one (21) years of age, do hereby act as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Hagerstown Industrial Supply Co., Inc.

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

Generally to sell and/or lease industrial equipment and supplies.

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

To carry on any of the business hereinbefore enumerated for itself, or for the account of other, 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 effecutate or facilitate the transaction of the aforesaid objects or business, or any of them or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporation and Associates 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 of business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation is 1512 Kensington Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation of the

State of Maryland is David Pengelly. Said Resident Agent is a citizen actually residing in this State.

RAA p. 1

FIFTH: Total number of shares of stock which the Corporation has authority to issue is 1000 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 Pengelly, 1512 Kensington Drive, Hagerstown, Maryland, 21740, and Russell Trinchera, Rt. 2, Box 257-D, Berkeley Springs, W. Virginia, 25411.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the

issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles of Incorporation this 9th day of October, 1991.

WITNESS:

Carol A Pappello

Carol A Pappello

David Pengelly

Russell Trinchera

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

I, HEREBY CERTIFY, that on this 8th day of October, 1991, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David Pengelly, who acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my and and Official Notarial Seal.

Sandra A. Coffin
Notary Public

3368 0395

My Commission Expires: 3/2/92

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

I HEREBY CERTIFY, that on this 9th day of October, 1991, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell Trinchera, who acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my and and Official Notarial Seal.

Sandra A. Coffman
Notary Public

My Commission Expires: 3/2/92

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 0238 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	11	1 Certified Copy 5
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: Carl W. Disque, Esq

MAIL TO ADDRESS: Snyder + Poole, P.A.
28 Jonathan Street
Hagerstown, MD
21740

TOTAL FEES ____

51 Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: A

3368 0397

ARTICLES OF INCORPORATION
OF
HAGERSTOWN INDUSTRIAL SUPPLY CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 18, 1991 AT 2:46 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	$

D3305778

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 6 1992

RETURN TO:
SMYDER & POOLE, P.A.
ATTN: CARL W. DISQUE, ESQ.
28 JONATHAN ST.
HAGERSTOWN MD 21740

080C3052311

A 370568

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. 3368-0391

1020 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10-18-91 at 2:51 P

ARTICLES OF AMENDMENT
FOR
C.A.L.L. TRI-STATE 2000 BEV~~ERAGE SERVICE~~, INC.

C.A.L.L. Tri-State 2000 Beverage Service, Inc., a Maryland Corporation, having its principal office at Route 1, Box 229, Independence Road, Clear Spring, Maryland 21722 (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 13303 Independence Road, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation is Waverly L. Griffin, 13303 Independence Road, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

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, C.A.L.L. Tri-State 2000 Beverage Service, 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 June, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of C.A.L.L. Tri-State 2000 Beverage Service, 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:

C.A.L.L. TRI-STATE 2000
BEVERAGE SERVICE, INC.

Secretary

BY: 1991 OCT 18 PM 2:51
President

12948027 3368 2410

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 0939 BUSINESS CODE 03 COUNTY 71

#D2979755 ___ 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)
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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
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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:
Day and Schneider, P.A.
120 N. Washington St.
Suite 300
Hagerstown, Md.
21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

3368 2411

APPROVED BY: JmT

ARTICLES OF AMENDMENT
OF
C.A.L.L. TRI-STATE 2000 BEVERAGE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 18, 1991 AT 2:51 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	$

D2979755

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 6 1992

RETURN TO:
DAY AND SCHNEIDER, P.A.
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

082C3052722

A 371029

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. 3368 2409

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
10-21-91 at 854a.m.

WOODEN KEG LIQUORS, INC.
ARTICLES OF INCORPORATION

FIRST: I, Alfred J. Papa, whose post office address is 2207 Jefferson Boulevard, 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

WOODEN KEG LIQUORS, INC.

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

(1) To engage in the business of operating a liquor, wine, and beer business and store; 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 2207 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is G. Clair Baker, Jr., 138 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 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 (3), but not less than (1); and

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

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

Alfred J. Papa
Joanne Papa

1991 OCT 21 P 8:55

12948524

3368 1257

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 any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or

otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case 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 18th day of October, 1991, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

_____ _____ (SEAL)
Alfred J. Papa

1026

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 0238 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: G Clair Baker, Jr., PA
Room 216
138 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES _____

40 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

3368 1260

ARTICLES OF INCORPORATION
OF
WOODEN KEG LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 21, 1991 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	$ 20.00	$

D3306321

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. GLAIR BAKER, JR., P.A.
138 W. WASHINGTON ST., ROOM 216
HAGRSTOWN MD 21740

081C3052487

A 370714

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3368 1256

Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-22-91 at 8:28 A.m.

#

ARTICLES OF INCORPORATION

OF

UTILITY POLES, INC.

THIS IS TO CERTIFY:

FIRST: That I, Michael L. Baughman, whose address is 11655 Rocky Meadow Road, Clearspring, Maryland 21722, being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is UTILITY POLES, INC.

THIRD: The period of existence shall be perpetual.

FOURTH: The purpose for which the Corporation is formed and the business and objectives to be carried on and promoted by it are, all to the extent permitted business corporations under the General Corporation Laws of Maryland, as follows:

a. To conduct a business for the sale of utility poles and related components and supplies for the purpose of making a profit.

b. To conduct business in the State of Maryland, other states, territories, districts and colonies of the United States of America and in foreign countries; to have one or more offices outside of the State of Maryland.

12958123

c. To do everything necessary or proper for the accomplishment of the purposes or the furtherance of the powers herein expressed, or incidental thereto, and to have and exercise all the powers now or hereafter conferred upon corporations by the laws of the State of Maryland. The foregoing clauses shall be construed as powers as well as objects and purposes. The enumeration herein of specific objects, purposes and powers shall not be held to limit or restrict in any way the general objectives, purposes and powers of the Corporation. The matters specified in any clause shall, except where otherwise expressed, be in no way limited to or restricted by reference to or inference from the terms of any other clause of this or any other Article in these Articles of Incorporation, but the objectives, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objectives, purposes and powers.

FIFTH: The Resident Agent of the Corporation shall be:

Michael L. Baughman
11655 Rocky Meadow Road
Clearspring, MD 21722

SIXTH: The Post Office address of the principal office of the Corporation in this State is: 11655 Rocky Meadow Road, Clearspring, Maryland 21722.

SEVENTH: The maximum amount of capital stock of this Corporation is to be 1,000 (one thousand) shares of common stock, bearing no par value, all of common class.

3368 2567

EIGHTH: The Corporation shall have two (2) directors. The names and addresses of the initial directors are as follows:

Michael L. Baughman
11655 Rocky Meadow Road
Clearspring, MD 21722

Colette R. Mills
P.O. Box 51
Chewsville, MD 21721

The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation, except that the number of directors shall never be less than one (1).

The term of office of each director shall be perpetual. Nothing herein will be construed to prevent a director's voluntary resignation at any time.

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

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation. The Corporation reserves the right to make, from time to time, any amendments of this Charter which may now or

hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, reclassifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of all of such stock at the time outstanding, by vote at a meeting or in writing, with or without a meeting.

TENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the 23 day of July, 1991.

Michael L. Baughman
Michael L. Baughman,
Incorporator

STATE OF MARYLAND)
) ss.
COUNTY OF WASHINGTON)

THIS IS TO CERTIFY that on the 23rd day of July, 1991, before the subscriber, a Notary Public in and for the State of Maryland, personally appeared Michael L. Baughman, Incorporator, and did acknowledge the foregoing Articles of Incorporation to be his act and deed.

Witness my hand and seal this 23rd day of July, 1991.

Colette R. Miller
Notary Public

My Commission Expires: 1/1/94

NOTARY PUBLIC

3369 2569

1032

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: _____

MAIL TO ADDRESS: Michael L. Baughman
Rt 1 Box 346
Mountain Road
Big Spring, Md. 21720

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HV

ARTICLES OF INCORPORATION
OF
UTILITY POLES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22, 1991 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	$

D3308129

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 6 1992

RETURN TO:
MICHAEL L. BAUGHMAN
RT. 1 BOX 346, MOUNAIN RD.
BIG SPRING MD 21722

083C3052753

A 370813

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. 3368 2565

1034 Received for Record December 5, 1991 at 10:00 a.m.
Corporation Record Liber 44

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into as of this 1st day of December, 1990, by and between HANCOCK MOTOR COMPANY, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and DOUGLAS MOTORS, INC., a Maryland corporation, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Hancock Motor Company, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Douglas Motors, Inc., a corporation organized under the laws of the State of Maryland.

THIRD: The name, address and principal place of business of Transferee are as follows:

Name: Douglas Motors, Inc.

Address: 295 Resley Street
Hancock, Maryland 21750

Principal Place
of Business: 295 Resley Street
Hancock, Maryland
Washington County

FOURTH: The principal office of Transferor is in Washington County, State of Maryland. Transferor does not own property, the title to which could be affected by the recording of this instrument among the land records.

FIFTH: 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 EIGHTH herein, are the issuance and delivery to Transferor of Seven Hundred (700 shares of common stock of Transferee having a value of Eighty-four Thousand Seven Hundred Fifty-one Dollars and Eighty-eight Cents ($84,751.68).

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval

of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: The Board of Directors of Transferee, by unanimous written informal action signed by all members thereof and filed with the minutes of the proceedings of the Board, duly adopted a resolution authorizing the purchase of substantially all the assets of Transferor and the issuance of shares of common stock of the Transferee to Transferor as consideration for such purchase, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferee.

EIGHTH: In consideration of the delivery to Transferor of Seven Hundred (700) shares of common stock of Transferee having a value of Eighty-four Thousand Seven Hundred Fifty-one Dollars and Sixty-eight Cents ($84,751.68) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns: All of its property and assets, as more particularly described in Exhibit A attached hereto.

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

TENTH: Transferee does not assume any obligations of liabilities of Transferor, other than as set forth on Exhibit A.

IN WITNESS WHEREOF, Hancock Motor Company, Inc. and Douglas Motors, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in their respective names and on their behalf by their respective president and attested by their respective secretary as of this 1st day of December, 1990.

ATTEST:

HANCOCK MOTOR COMPANY, INC.
("Transferor")

Nancy Douglas, Secretary

By: Dorothy K. Douglas, President

ATTEST:

DOUGLAS MOTORS, INC.
("Transferee")

Ruth E. Yost, Secretary

By: H. Stephen Douglas, President

THE UNDERSIGNED, President of Hancock Motor Company, 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 Hancock Motor Company, Inc. 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.

Dorothy K. Douglas, Pres.
Dorothy K. Douglas, President

THE UNDERSIGNED, President of Douglas Motors, 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 Douglas Motors, Inc. 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.

H. Stephen Douglas, President

EXHIBIT A

TO ARTICLES OF SALE AND TRANSFER
DATED AS OF DECEMBER 1, 1990 BY AND BETWEEN
HANCOCK MOTOR COMPANY, INC. (TRANSFEROR) AND
DOUGLAS MOTORS, INC. (TRANSFEREE)

ASSETS TRANSFERRED

Petty Cash	-0-	
Undeposited Cash	100.00	
Cash In Bank	13,909.67	
Service & Parts Accounts Receivable	15,664.53	
Customer Note Receivable	211.00	
Other Receivable	38,780.00	
Factory Receivable - WSC/RR	2,473.75	
Factory Receivable - Holdback - New	13,450.05	
Other Factory Receivable	6,700.00	
Allowance for Doubtful Accounts	(449.60)	
Inventory - NV - Chrysler	254,626.46	
Inventory - New Trucks	139,338.19	
Inventory - Used Cars	38,465.00	
Inventory - Used Trucks	20,279.00	
Inventory - Parts & Accessories	40,681.00	
Inventory - Tires	635.00	
Other Service & Parts Inventory - Gas	-0-	
Other Service & Parts Inventory - Body	-0-	
Prepaid Insurance	3,090.00	
Prepaid Taxes & License	158.21	
Due From Finance Company	9,407.25	
Service Equipment	3,077.12	
Mortgage Receivable	30,000.00	
		$630,596.63

LIABILITIES ASSUMED

Trade Accounts Payable	29,633.85
Notes Payable - Douglas Chevrolet	7,831.65
Taxes - FICA	1,374.72
Taxes - Accrued Federal W/H	969.00
Taxes - Federal U/C	332.19
Taxes - State Income Tax W/H	280.06
Taxes - State U/C	139.56
Taxes - Sales Tax - Vehicles	772.50
Taxes - Sales/Used	189.66

Exhibit A (cont'd.)

Taxes - Vehicles License	46.75	
Floor Plan Liability	409,375.01	
Wholesale Finance Liability	34,700.00	
Note Payable - Steven Douglas	60,200.00	
		$545,844.95

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 123J. BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Hancock Motor Company, Inc.

D0557660

~~Surviving~~ (Transferee) Douglas Motors, Inc.

D1264811

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
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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:_____

MAIL TO ADDRESS:
Stole + Schlebt
138 W. Washington St #200
Hagerstown, MD 21740

TOTAL FEES _____

20 Check _____ Cash

NOTE:

_____ Documents on _____ checks

3368 2409

APPROVED BY: A

ARTICLES OF TRANSFER
OF
HANCOCK MOTOR COMPANY, INC.
(A MD CORP.) TRANSFEROR
AND
DOUGLAS MOTORS, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 23, 1991 AT 9:30 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	$

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.

MAILED JAN 6 1992

RETURN TO:
STRITE AND SCHILDT
138 W. WASHINGTON STREET, #200
HAGERSTOWN MD 21740

082C3052721

A 371028

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. 3368 2400

Received for Record February 7, 1992 at 9:45 a.m.
Corporation Record Liber 44

CERTIFICATE OF [ ] MERGER
[XX] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for Washington County
[ ] _____ 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 November 7, 1991 at 1:38 P.M.

1) The name of each party to the Articles is FOGLES DAIRY FARM SALES AND SERVICE, INC. (Md. Corp.)-Transferor AND INTERSTATE DAIRY EQUIPMENT, INC. (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 Interstate Dairy Equipment, Inc. Route 2 Box 262D Willismsport-Greencastle Pike, Hagerstown, Maryland 21740.

As Witness my hand and the Official seal of the said Department at Baltimore this 29th day of November, 19 91.

Nancy Grueninger
Nancy Grueninger
Administrative Officer

3374 320

AT 5-076

Received for Record February 7, 1992 at 9:45 a.m.
Corporation Record Liber 44

THE MORNING STAR SINGERS, INC.
A Non-Profit Corporation

ARTICLES OF INCORPORATION

FIRST: I, Donald C. Sneckenberger, whose post office address is 924 Rose Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is THE MORNING STAR SINGERS, 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 beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 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 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: To spread the gospel of Jesus Christ and to raise money to donate to Christian schools through gospel singing shows, performances, and the sale of gospel music.

FOURTH: The post office address of the principal office of the Corporation in this State is 924 Rose Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Donald C. Sneckenberger, 924 Rose Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Donald C. Sneckenberger, Carolyn R. Everitts, Ann Garland, and Parcenia Trumpower.

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 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

ELEVENTH: 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 25th day of October, 1991, and I acknowledge same to be my act.

WITNESS:

Kimberly M. Blair

Donald C. Sneckenberger (SEAL)
Donald C. Sneckenberger

3370 1096

1048

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 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 _____

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: Russ Robinson III, Esq
152 W. Washington Street
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on ___ checks

APPROVED BY: HW

3370 1097

ARTICLES OF INCORPORATION
OF
THE MORNING STAR SINGERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 11, 1991 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	$

D3311909

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 MAR 2 1992

RETURN TO:
RUSS ROBINSON, III, ESQ.
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

091C3050017

A 371596

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3370 1092