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Avalon Theatre, Inc., The	Articles of Incorporation	92
Advantage Orthopaedics, P.D. Landin MD PA	Articles of Incorporation	139
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1990

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WESTERN RECORD
1990

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Hill Investments Ltd. Partnership

Cert. of Limited Partnership

81

Heron Supply company, Inc./ Dead Bird Inc.

Articles of Transfer

274

THEY HADN

WESTERN CO
LANTERN RECORD
1990

THEY HADN

WESTERN CO
LANTERN RECORD

Johnston Realty, Inc.

Certificate of Transfer

16

Jet Flight Inc.

Articles of Incorporation

262

Kostens, Garey, DDS PA. to Donald
E. Braskey, DMD

Articles of Transfer

59

K

Livingston Septic Service Inc.

Articles of Incorporation

166

Lost or Found, Inc.

Articles of Incorporation

178

Leonard's Inc.

Articles of Voluntary Dissolution

198

Lanham Center Limited Partnership

Designation of Change of Resident Agent and
Principal Office

293

WESTERN CO

WESTERN CO

1900

1900

1900

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1900

1900

WESTERN CO

WESTERN CO

1900

LIBRARY RECORDS
1990

Neighborhood Service Center, Inc.

Change of Resident Agent & Address

222

N

Open Options Inc.

Articles of Incorporation

241

Philip J. Ferry III M.D. P.A.

Articles of Incorporation

24

Penny Stuart, Inc.

Articles of Incorporation

216

Price Family Limited Partnership

Certificate of Limited Partnership

247

Philmco, Inc.

Cert. of Change of Location of Principal Office

287

Philmxo Inc.

Cert. of Change of Address of Agent

290

WESTON
SWIFT
LINTAS RECORDS
1990

P



WESTON CO

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Robertson, Weaver & Associates, Inc.	Articles of Incorporation	155
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R

T. P. Bohica, LLC.

Articles of Incorporation

04

202 Talbot L.C.

Articles of Incorporation

233

The Mail Center, LLC

Articles of Organization

236

NOTION

WESTON DO

LABOR RECORDS

1990

Walkerton Homes, Inc.	Certificate of Transfer	19
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Wye Tree Experts, Inc.	Articles of Amendment and Restatement	302
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Returned to: Checo Corporation, 700 Goldsborough St., Easton, Md. 21601, March 30, 1993

ARTICLES OF INCORPORATION OF CHECO CORPORATION
A MARYLAND CORPORATION

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
OCT 16 9 44 AM '92

M

We the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the state of Maryland do hereby certify as follows:

1. The incorporators, Nancy C. Healy, Route 3, Box 123-7, Denton, MD 21629 and Jay E. Chance, 700 Goldsborough Street, Easton, MD 21601 are at least twenty-one years of age and they associate as members with the intention of forming a corporation.

2. The name of the corporation is Checo Corporation.

3. The purpose for which the corporation is formed is to engage in the transportation business and all other business not forbidden by law.

✓ 4. The post office address of the principal office of the Corporation in the state of Maryland is 700 Goldsborough Street, Easton, MD 21601. The name of the resident agent and post office address of the corporation in the state of Maryland is Jay E. Chance, 700 Goldsborough Street, Easton, MD 21601.

5. The total number of shares of stock of all classes which the corporation has authority to issue is one thousand (1000) shares of common stock at \$.01 par value each. The aggregate par value of all classes is \$10.00.

6. There shall be four directors. Nancy C. Healy and Jay E. Chance shall act as directors until the first annual meeting and until successors are elected and qualify.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-16-92 at 9:44 a.m.

Nancy C. Healy
Nancy C. Healy

Jay E. Chance
Jay E. Chance

Subscribed and sworn to before me this 21 day of October 1992.

Patricia P. Reddish
Notary Public

My Commission expires September 1, 1994

3463 0578

LIBER 35 PAGE 01

23218573

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of 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: Checo

Corporation

700 Goldborough St.
Easton, Md. 21601

TOTAL FEES 40

_____ Check Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
CHECO CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 16, 1992 AT 9:44 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:

\$

D3536497

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CHECO CORPORATION
700 GOLDSBOROUGH ST.
EASTON

MD 21601

098C3061294

A 406684



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3463 0577

LIBER

35 PAGE 03

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

11/12/92 at 12:09 p.m.

OF

T, P, BOHICA, LLC

FIRST: I, Thomas J. Yoviene, whose post office address is 25 Londonderry Drive, Easton, Maryland 21601, being at least 18 years of age, being authorized so to do by all of the initial members hereby form a limited liability company (the "LLC") pursuant to Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the LLC is "T, P, Bohica, LLC."

THIRD: The LLC shall have a term beginning on the date these Articles of Organization are filed and received for record by the State Department of Assessments and Taxation of Maryland and shall continue in full force and effect until December 31, 2042, the latest date upon which the LLC is to dissolve, unless sooner dissolved pursuant to the terms of the Operating Agreement between the members, as it may be amended from time to time.

FOURTH: The purposes for which the LLC is formed are to acquire, own, develop, manage, operate, lease and convey real estate and to engage in any other lawful business. The LLC shall also have all the general powers granted by law to Maryland limited liability companies and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FIFTH: The address of the principal office of the LLC is 25 Londonderry Drive, Easton, Maryland 21601. The name and address of the resident agent of the LLC are Thomas J. Yoviene, 25

C:\DOC51\Y-LLC\ART.ORG

LIBER 35 PAGE 04

23188033 2448

Returned to: T. P. Bohica LLC, 25 Londonderry Drive, Easton, Md. 21601, March 30, 1993

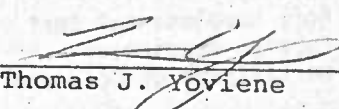
1993 NOV 12 PM 08

Londonderry Drive, Easton, Maryland 21601.

SIXTH: The LLC has and shall continue to have at least two (2) members during the term of its existence.

SEVENTH: The authority of the members of the LLC to act for the LLC solely by virtue of their being members is limited.

I acknowledge these Articles of Organization to be my act, duly authorized by all of the initial members of the LLC, this 17 day of November, 1992.


Thomas J. Yoviene

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 38 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent and Resident Agent's Address
54	_____	For. Supplemental Cert.	_____ Other Change _____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
70	_____	Property Reports and late filing penalties	<u>T/P, Bohica, LLC</u>
91	_____	Change of P.O., R.A. or R.A.A.	<u>25 Londonderry Drive</u>
99	<u>50</u>	Amend/Cancellation, For. Limited Part. Art. of Organization (LLC)	<u>Easton, MD 21601</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
_____	_____	Other	_____

TOTAL FEES 80

Check Cash

NOTE: (410) 822 6264

Documents on _____ checks

APPROVED BY: Hed

ARTICLES OF INCORPORATION
OF
T, P, BOHICA, LLC (MD L.L.C.)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 12, 1992 AT 12:09 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

D3537883

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
T, P, BOHICA, LLC
25 LONDONDERRY DRIVE
EASTON MD 21601

099C3061484

A 406854



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

LIBER

35 PAGE 07

TAXATION OF MARYLAND IN LIBER, FOLIO.

3453 2447

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

11-19-92 3:05 p.m.
CERTIFICATE OF LIMITED PARTNERSHIP OF
DOVER CAR WASH LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made this
17th day of NOVEMBER, 1992, by and between the undersigned
parties.

The undersigned parties, constituting all of the general
partners of DOVER CAR WASH LIMITED PARTNERSHIP (the "Partnership"),
for the purpose of forming the Partnership as a limited partnership
under the laws of the State of Maryland, hereby certify to the
State Department of Assessments and Taxation of Maryland that:

1. Partnership Name. The name of the Partnership is
"Dover Car Wash Limited Partnership."

2. Principal Office and Resident Agent. The address of
the principal office of the Partnership shall be 501 Dutchman's
Lane, Easton, Maryland 21601. The name and address of the resident
agent in this State are William David Hill, 501 Dutchman's Lane,
Easton, Maryland 21601.

3. Names and Addresses of General Partners. The name
and the business and mailing address of each general partner are as
follows:

William David Hill
501 Dutchman's Lane
Easton, Maryland 21601

Deborah Lee Hill
6371 Canterbury Drive
Easton, Maryland 21601

Lynda M. Hill
604-3 Water Street
Cambridge, Maryland 21613

STATE DEPT. OF
ASSESSMENTS & TAXATION
RECEIVED
92 NOV 19 PM 3 05

23258029

LIBER 35 PAGE 08

7460 1860

C:\DOC51\DCW\DCW.CLIP

Returned to: Miles & Stockbridge, 101 Bay Street, Easton, Md. 21601, March 30, 1993

Donna S. Taylor
and
Robin J. Taylor
501 Dutchman's Lane
Easton, Maryland 21601

4. Term. The Partnership shall have a term beginning on the date this Certificate is filed and received for record by the State Department of Assessments and Taxation of Maryland and shall continue in full force and effect until December 31, 2042, the latest date upon which the Partnership is to dissolve, unless sooner dissolved pursuant to the terms of the limited partnership agreement between the partners, as it may be amended from time to time.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed this 17th day of November, 1992.

WITNESS:

GENERAL PARTNERS:

ALL W. St

W. David Hill (SEAL)
W. David Hill

ALL W. St

Deborah Lee Hill (SEAL)
Deborah Lee Hill

ALL W. St

Lynda M. Hill (SEAL)
Lynda M. Hill

ALL W. St

Donna S. Taylor (SEAL)
Donna S. Taylor

ALL W. St

Robin J. Taylor (SEAL)
Robin J. Taylor

C:\DOCS1\DCW\DCW.CLP

7460 1961

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 05 wt BUSINESS CODE _____ COUNTY 70

_____ 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	<u>50</u>	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property 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: _____

Ron Lee

MAIL TO ADDRESS: Miles

& Stockbridge

101 Bay St.

Easton Md

21601

TOTAL FEES 50

Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: [Signature]

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DOVER CAR WASH LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1992 AT 3:05 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3539293

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
RON LEE
MILES & STOCKBRIDGE
101 BAY STREET
EASTON

MD 21601

101C3061748

A 407125



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3460 1858

LIBER

35 PAGE 11

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
11/23/92 at 11:55

92 NOV 23 AM 11 55

RECEIVED

ARTICLES OF INCORPORATION
OF

CSA ENTERPRISES, INC.

FIRST: I, CHRISTOPHER S. ATKISS, whose post office address is 113 South Aurora Street, Easton, Maryland 21601, 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:

"CSA ENTERPRISES, INC."

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

- (1) To engage in the business of commercial and residential construction and renovation.
- (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 113 South Aurora Street, Easton, Maryland 21601. The name and post office address of the Resident Agent of the Corporation in this State is Christopher S. Atkiss, 113 South Aurora Street, Easton, Maryland 21601. Said Resident Agent is an individual actually residing in this State.

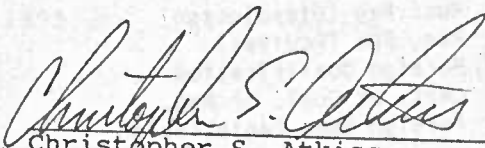
FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

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

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.

3464 1153

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20 day of November, 1992, and under the penalties of perjury I acknowledge the same to be my act and that to the best of my knowledge, information and belief, the matters and facts contained therein are true in all material respects.


Christopher S. Atkiss (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 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		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
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91		late filing penalties
99		Change of P.O., R.A. or R.A.A.
98		Amend/Cancellation, For. Limited Part.
97		Art. of Organization (LLC)
96		LLC Amend, Diss, Continuation
94		LLC Cancellation
92		Reg. Foreign LLC
		Foreign LLC Supplemental
		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of 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: _____

Ewing, Dietz, Turner
A. Mohan
PO Box 1146
Easton MD 21601-1146

TOTAL FEES _____ 40 Check _____ Cash

NOTE:

Documents on A checks

3464 1155

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
CSA ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 23, 1992 AT 11:55 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:

\$

D3540937

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
EWING, DIETZ & ETAL
ATTN. A. MOHAN
P.O. BOX 1146
EASTON

MD 21601 1146

103C3062038

A 407392



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3464 1152

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

LIBER 35 PAGE 15

CERTIFICATE OF CONVEYANCE

PART I

1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Talbot County

2. TRANSFEROR Johnston Realty, Inc.

3. TRANSFEREE The Talbot Bank of Easton, Maryland

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING: (PLEASE CHECK APPROPRIATE BOX)
ARTICLES OF MERGER
DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS OR FOREIGN LIMITED PARTNERSHIPS
X ARTICLES OF TRANSFER
ARTICLES OF CONSOLIDATION

5. INTEREST IN LAND AFFECTED: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)
Lot 4, 96x70, 13 w/s S. Aurora Street, Easton, Liber 542, folio 206

Improved Lot 3, 73x110, 216 s/s Dover Street, Easton, Liber 542, folio 208

Lot 3, 40x70, 11 w/s South Aurora Street, Easton, Liber 542, folio 210

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME Johnston Realty, Inc.
Maryland, ADDRESS 1319 Baust Church Road, Union Bridge,
ZIP CODE 21791

PART II

Is this a transfer of real property subject to agricultural transfer tax? (YES X NO)

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code or under Section 371 through Section 374 of the Internal Revenue Code? (YES X NO)

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV, AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOX)

1. Is this a merger where a limited partnership is a party to the merger? (YES X NO)

NOTE: IF THE ANSWER TO QUESTION 1. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 2, 3, AND 4.

2. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES X NO)

3. Is this a merger of a parent corporation into its subsidiary corporation? (YES X NO)

4. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned real property? (YES X NO)

B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES X NO)

C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES X NO)

NOTE: IF ALL ANSWERS TO QUESTIONS 2 THROUGH 4 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

PART V FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (X YES NO)

(OVER)

3458 2337

Returned to: The Talbot Bank, 18 E. Dover Street, Easton, Md. 21601, March 30, 1993

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (___YES___X___NO)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

- 2A) a person who was an original shareholder of the corporation? (___YES___X___NO)
- 2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation? (___YES___X___NO)
- 2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (___YES___X___NO)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (___YES___X___NO)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

- 4A) previously owned the real property? (___YES___X___NO)
- 4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (___YES___X___NO)
- 4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (___YES___X___NO)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

PART VI

COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

- A) CONSIDERATION FOR REAL PROPERTY CONVEYED \$ 231,714.34
- B) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. \$ 227,846.00
- C) ALL PUBLIC TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY XXXXX HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED XXXX HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
- D) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

JOHNSTON REALTY, INC
(NAME OF CORPORATION)

[Signature]
(SIGNATURE AND TITLE)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID: \$ 765.60
 MARYLAND TRANSFER TAX PAID: 1158.57
 LOCAL TRANSFER TAX PAID: 3475.71
 (Talbot County)
 TOTAL: \$ 5399.88

APPROVED FOR RECORD 10/15/92

BY Harry J. Norman 2458 2338
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF

MERGER

TRANSFER

CONSOLIDATION

SHARE EXCHANGE

TO: Clerk of the Circuit Court for TALBOT 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 OCTOBER 15, 1992 AT 11:19 A.M.

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

JOHNSTON REALTY, INC. (MD CORP.)-TRANSFEROR AND THE TALBOT BANK OF EASTON
(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

THE TALBOT BANK OF EASTON

18 E. DOVER STREET

EASTON, MD. 21601

As Witness my hand and the Official
seal of the said Department at Baltimore
this 10TH day of NOVEMBER,
1992.

GERALDINE C. SHELEY
OFFICE SUPERVISOR II

7458 2336

Returned to: Walkerton Homes, Inc., Rt. 2 Box 180, Easton, Md. 21601, March 30, 1993

CERTIFICATE OF MERGER
 TRANSFER
 CONSOLIDATION
 SHARE EXCHANGE

TO: Clerk of the Circuit Court for Talbot 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 September 9, 1992 at 10:09 A.M.

1) The name of each party to the Articles is _____
WALKERTON HOMES, INC. (MD. CORP.) - Transferor
THOMAS G. and JANICE B. LEAVERTON (INDIVIDUALS) - TRANSFEREES

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
WALKERTON HOMES, INC.
Route 2, Box 180 U.S. Route 50
Easton, Maryland 21601

As Witness my hand and the Official seal of the said Department at Baltimore this 18th day of September, 1992.

Billie J. Swoboda
Billie J. Swoboda
Office Supervisor II

3447 2372

CERTIFICATE OF CONVEYANCE

- PART I.**
1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Talbt County
 2. TRANSFEROR Walkerton Homes, Inc.
 3. TRANSFeree Thomas G. Leaverton & Janice B. Leaverton, his wife
 4. CERTIFICATE OF CONVEYANCE ACCOMPANYING:
(PLEASE CHECK APPROPRIATE BOX)
 ARTICLES OF TRANSFER
 ARTICLES OF MERGER
 ARTICLES OF CONSOLIDATION
 DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS
 5. INTEREST IN LAND AFFECTED: (SHOW SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) Deed reference: Liber M.A.S. No. 622, folio 556
Improvements Lot 4 - 7.29 acres
S/S Rabbit Hill Road near Chapel - "Exhibit A" description attached.
 6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME Walkerton Homes, Inc.
Goldsboro, Maryland, ADDRESS Rt. 1, Box 24
zip code 21636

PART II. FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
 YES NO
2. Is this a merger of a parent corporation into its subsidiary corporation?
 YES NO
3. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:
 - A.) previously owned real property? YES NO
 - B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? YES NO
 - C.) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? YES NO

NOTE: IF ALL ANSWERS TO QUESTIONS 1 THROUGH 3 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE SECTION III. GO ON TO PART IV. COMPLETE SECTIONS B, C & D OF PART IV IF THIS IS A TAXABLE TRANSACTION. IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART IV.

PART III. FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this transfer of real property subject to agricultural transfer tax?
 YES NO
2. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer tax?
 YES NO

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 3, 4 AND 5. GO ON TO PART IV.

3. Is this a transfer of real property under a reorganization described in 8368(A) of the Internal Revenue Code or under 8371 through 374 of the Internal Revenue Code?
 YES NO

NOTE: IF THE ANSWER TO QUESTION 3 IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART III AND GO ON THE PART IV. IF THE ANSWER IS NO, CONTINUE ON WITH QUESTION 4.

4. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation?
 YES NO

(OVER)

3447 2373

NOTE: IF THE ANSWER TO QUESTION 4 IS YES, PLEASE ANSWER QUESTIONS 4A, 4B AND 4C. IF THE ANSWER IS NO, SKIP QUESTIONS 4A, 4B AND 4C AND GO ON TO QUESTION 5.

Is this real property being transferred to:

- 4A.) a person who was an original shareholder of the corporation?
 YES NO
- 4B.) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
 YES NO
- 4C.) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
 YES NO

5. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? YES NO

6. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

- 6A.) previously owned the real property? YES NO
- 6B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? YES NO
- 6C.) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? YES NO

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 4 IS YES AND THE ANSWER TO ANY OF QUESTIONS 4A, 4B, 4C, 5, 6A, 6B, OR 6C IS YES; OR (2.) THE ANSWER TO QUESTION 4 IS NO AND THE ANSWER TO ANY OF QUESTIONS 5, 6A, 6B, OR 6C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART IV.

PART IV. COMPLETE SECTIONS A, B, C & D OF PART IV IF PART III QUESTION 2 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART III QUESTION 2 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

- A.) CONSIDERATION FOR REAL PROPERTY CONVEYED \$ 117,500.00
- B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. \$ 133,800.00
- C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
 ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED HAVE HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
- D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

Walkerton Homes, Inc.
 (NAME OF CORPORATION)

Richard H. Walker President
 (SIGNATURE AND TITLE)

(MUST BE OFFICER, AGENT OF ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID: \$ 387.75
 MARYLAND TRANSFER TAX PAID: 437.50
 LOCAL TRANSFER TAX PAID: 1,012.50
 (Talbot Co.)
 TOTAL: \$ 1,837.75

APPROVED FOR RECORD 9-10-92

BY [Signature]
 STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION

EXHIBIT A

ALL that lot or parcel of land situate, lying and being in the Fourth District of Talbot County, Maryland, on the south side of Rabbit Hill Road, and more particularly shown as Lot 4 (7.29 acres +/-) on a Plat prepared by McCrone, Inc, dated June 1984, entitled "PLAT SHOWING DIVISION OF THE LAND OF ROBERT BELL & CO., INCORPORATED IN THE FOURTH ELECTION DISTRICT TALBOT COUNTY, MARYLAND", and recorded among the Plat Records of Talbot County, Maryland in Liber 63, folio 34; reference being hereby made to said Plat for a more complete description of said lot by metes and bounds, courses and distances.

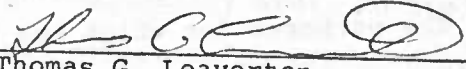
3447 2375

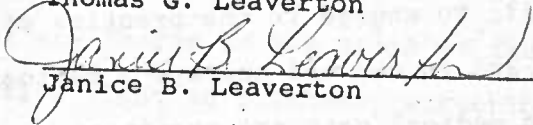
COMPUTATION OF RECORDING COSTS AND AFFIDAVIT

1. Maryland Recordation Tax (Deed)
3.30 per \$1,000 (Consideration \$117,500).....\$387.75
Buyer: \$193.88
Seller: \$193.87
 2. Maryland Transfer Tax
Consideration = \$117,500 less \$30,000 exemption
per tax - Property Article Section 13-203(b)
.5% of \$87,500.....\$437.50
Buyer = .5% of \$28,750 = \$143.75
Seller = .5% of \$58,750 = \$293.75
 3. Talbot County Transfer Tax
Consideration = \$117,500.00 less \$50,000 exemption
per Talbot County ordinance
1.5% of \$67,500.00.....\$1,012.50
Buyer = 1.5% of \$33,750 = \$506.25
Seller = 1.5% of \$33,750 = \$506.25
 4. Articles of Transfer.....\$ 20.00
 5. Certificate of Transfer.....\$ 4.00
- Payable to The Maryland State Department
of Assessments of Taxation.....\$1,861.75

AFFIDAVIT

Pursuant to the provisions of Article-Tax-Property Section 13-203(b) the undersigned Grantees hereby make oath that the residence on the property described in this Deed will be occupied by the Grantees.


Thomas G. Leaverton


Janice B. Leaverton

Subscribed and sworn to this 4 day of September, 1992.


Notary Public

My commission expires: 3-1-97

3447 2376

Returned to: Philip E. Nuttle, Jr. 110 Franklin Street, Denton, Md. 21629, March 30, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

9-25-92 at 8:35 a.m.

1992 SEP 25 A 8 35

PHILIP J. FERRY, III, M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Philip E. Nuttle, Jr., being at least eighteen (18) years of age, whose post office address is 110 Franklin Street, P. O. Box 113, Denton, Maryland 21629, 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 Association Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Philip J. Ferry, III, M.D., P.A.

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

(1) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

(2) To promote medical, surgical and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property; enter into contracts; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 6273 Canterbury Drive, Easton, Maryland 21601. The name and post office address of the Resident Agent of the

Corporation in this State are Philip J. Ferry, III, 6273 Canterbury Drive, Easton, Maryland 21601. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Philip J. Ferry, III.

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

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

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

2. The Board of Directors of the Corporation may classify or re-classify any unissued stock by setting or changing in any one or

more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and received 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 the 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 any other corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation
this 24th day September, 1992, and I acknowledge same to be my
act.

Philip E. Nuttle, Jr.
Philip E. Nuttle, 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 0239 BUSINESS CODE 06 COUNTY 70
_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

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

ATTENTION: _____

MAIL TO ADDRESS: Law Offices
Philip E. Nettle, Jr.
P.A., 110 Franklin
Street
Denton, Md 21629

TOTAL FEES 40

Check Cash

Documents on _____ checks

APPROVED BY: Jm T

LIBER 35 PAGE 29

NOTE:

3452 1057

ARTICLES OF INCORPORATION
OF
PHILIP J. FERRY, III, M.D.; P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 25, 1992 AT 8:35 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:

\$

D3511482

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PHILIP E. NITTLE, JR., P.A.
110 FRANKLIN STREET
DENTON MD 21629

066C3062623

A 403010



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3452 1051

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

LIBER

35 PAGE 30

Returned to: Walsh & Phillips, P.O. Box 240, Easton, Md. 21601, March 30, 1993

ELIZABETH CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Richard Perry, whose address is 22 W. Dover Street, Easton, MD 21601, 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 ELIZABETH CORPORATION.

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

(1) To hold title to and manage rental property; 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 22 W. Dover St., Easton, MD 21601. The name and post office address of the Resident Agent of the Corporation in this State are Richard S. Phillips, P.O. Box 240, 22 W. Dover St., Easton, MD 21601. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are Richard S. Phillips and Harry M. Walsh, 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:

LIBER

35 PAGE 31

22738307

3452 1350

1892 SEP 29 A 10 13

(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.

3452 1351

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 28th day of September, 1992, and I
acknowledge the same to be my act.

Richard Perry
Richard Perry

A/rst

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Richard Perrin
Walsh + Phillips
PO Box 240
Easton Md 21601

TOTAL FEES 70

Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
ELIZABETH CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 29, 1992 AT 10:13 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:

\$

D3512035

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RICHARD PERRY
WALSH & PHILLIPS
P.O. BOX 240
EASTON

MD 21601

066C3062678

A 403056



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3452 1349
35 PAGE 35

Returned to: William R. Laupert, 4311 Bonfield Court, Oxford, Md. 21654, March 30, 1993

ARTICLES OF INCORPORATION

OF

CRAZY BILLS OF DENTON, INC.

STATE DEPT. OF
ASSESSMENTS & TAXATION

92 OCT 1 AM 9 43

RECEIVED

FIRST: I, William R. Laupert, whose post office address is 4311 Bonfield Court, Oxford, Maryland being at least eighteen years of age, am hereby forming a corporation under and by virtue of the State of Maryland.

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

Crazy Bills of Denton, Inc.

THIRD: The corporation shall be a close corporation as authorize by Title 4. The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- (1) To engage in the business of serving alcoholic beverages, and food, and providing related products as a convient food store.
- (2) To enter into partnerships, joint ventures and other business associations for any lawful purposes;
- (3) To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world;
- (4) To manufacture, purchase and deal in at wholesale or retail, any and all kinds and types of materials, supplies and equipment;
- (5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation;

4

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3452 2757

(6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;

(7) To apply for, obtain, register, purchase, lease or otherwise acquired or own by concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trademarks, trade name or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any way otherwise deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto;

(8) To acquire by purchase, subscription or otherwise, and to hold, sell, own, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, or any bonds, mortgages, securities, or other evidence of indebtedness issued or granted by any other corporation, joint stock company or association, public or private, or of the Government of the United States, or any State, territory, municipality or other political subdivision, and to issue in exchange therefore, in the same manner provided by law, shares of the capital stock, bonds, or other obligations of the corporation; and while the holder or owner of any such shares of capital stock, script, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

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

(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange negotiable instruments of all kinds, as permitted by law;

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal or to issue bonds, debenture, debenture stock or notes without any such security;

(12) To purchase, hold and re-issue the shares of its capital stock in such manner as the Board of Directors may from time to time determine;

(13) To have one or more offices and places of business and to carry on all or any part of its operations or business, without restrictions or limit as to the amount of places in any of the cities, districts or territories of the United States, subject to the laws of such state, district or territory.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or in reference from the terms of any other clause of this or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges, so granted or conferred.

FOURTH: The post office address of the principal office of the corporation in this State is 4311 Bonfield Court, Oxford, Talbot County, Maryland 21654. The name and post office of the Resident Agent of the Corporation is Blanche E. Ell, Bee Tree Road, Henderson, Caroline County, Maryland. 21640

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

SIXTH: The number of directors of the Corporation shall be 3, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 2.

The names of the directors who shall act until the first meeting and until their successors shall be duly chosen and qualified shall be:

Valerie C. Laupert, William R. Laupert

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

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

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 the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or

former director or officer successfully defend on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claims, 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: (i) 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 proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: 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 and 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 this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day October, 1992, and I acknowledge the same to be my act.

WITNESS:

Charles C. Laupers

William R. Laupers
William R. Laupers

3452 2761

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	<u>Name Change (New Name)</u> _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property 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 NOTE:

_____ Documents on _____ checks

ARTICLES OF INCORPORATION
OF
CRAZY BILLS OF DENTON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 1, 1992 AT 9:43 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:

\$

D3512878

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 R. LAUPERT
4311 BONFIELD COURT
OXFORD

MD 21654

068C3060087

A 403156



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3452 2756
LIBER 35 PAGE 42

Returned to: Durkee, Thomas & Hahn, 10 Church Lane, Baltimore, Md. 21208, March 30, 1993

ARTICLES OF INCORPORATION AND TAXATION

OF

APPROVED FOR RECORD

10/1/92 at 8:39 a.m.

ALBRIGHT'S SPORTSMAN TRAVEL SERVICE, INC.

(A Close Corporation)

FIRST: The undersigned, LAWRENCE E. ALBRIGHT, whose post office address is 36 Dover Street, Easton, Talbot County, Maryland 21601, being at least twenty-one years of age does hereby form a corporation under laws of the State of Maryland.

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

ALBRIGHT'S SPORTSMAN TRAVEL SERVICE, INC.

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

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

(1) To operate a travel service for sporting trips, including, but not limited to, hunting, fishing, sight seeing, photography and other related activities.

(2) To operate a sporting guide service in conjunction with the foregoing activities set forth herein and to conduct any and all activities in conjunction with the same.

(3) To apply for, obtain, register, purchase, lease, otherwise acquire or own any concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trademarks, trade names, or any right, option or contract in relation thereto; to develop maintain, lease, sell, transfer,

1992 OCT -1 A 839
1992 OCT -1 A 839

license, dispose of, use, operate or manufacture under or in any other way deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto.

(4) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of the capital stock, scrip, or any voting trust certificate in respect of the capital stock, or of any bond, mortgages, securities or other evidence of indebtedness issued or granted by any other corporation, joint stock company or associated, public or private, or of the Government of the United States of America, or any state, territory municipality or other political subdivision, and issue in exchange therefor, in the manner provided by law, shares of the capital stock, bonds, or other obligations of the corporation; and while the holder or owner of any such shares of capital stock, scrip, voting trust certificates, bonds, mortgages, or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers, privileges or ownership, including the right to vote thereon.

(5) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, building, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland which may be useful to accomplish any of the

purposes of carrying on any of the business of the character hereinbefore referred to.

(6) To acquire by purchase, lease, exchange or otherwise, real and personal property without limit in the State of Maryland or other state or territories of the United States and to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by it.

(7) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills or exchange, and negotiable instruments of all kinds, as permitted by law.

(8) To borrow money for any of the purposes of this corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation whether real or personal or to issue bonds, debentures, debenture stock or notes without any security.

(9) To purchase, hold and reissue the shares or its capital stock in such manner as may, from time to time, be determined.

(10) To have one or more offices and places of business, and to carry on all or any part of its operation or business, without restriction or limit as to the amount of places in any of the cities, districts, or territories of the United States subject to the laws of such state, district or territory.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by

reference to, or in reference from the terms of any other clause of this or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporation of similar character by the General Laws of the State of Maryland now or hereafter in force and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 36 Dover Street, Easton, Maryland 21601. The name and post office address of the resident agent of the Corporation in Maryland is Lawrence E. Albright, 36 Dover Street, Easton, Maryland 21601. The said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1000) shares of no par value stock all of one class.

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

(a) One class of common stock each share representing one vote without any other restrictions, limitations or qualifications thereof.

SEVENTH: After the completion of the organizational meeting of the directors and 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:

Lawrence E. Albright

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation of the 21st day of September, 1992.

Witness:

Suzanne Jefferson

Lawrence Albright (SEAL)
LAWRENCE ALBRIGHT

STATE OF MARYLAND

COUNTY OF ~~BALTIMORE~~ Tackett, to wit:

I HEREBY CERTIFY that on this 21st day of September, 1992, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared LAWRENCE ALBRIGHT, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS, my hand and Notarial Seal.

Suzanne S. Jefferson
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 BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	ATTENTION: <u>William A. Hahn, Jr. Esq.</u>
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	
87		Limited Part. Good Standing	MAIL TO ADDRESS: <u>Ten Church Lane</u>
71		Financial	<u>Baltimore, Md 21208</u>
600		_____ Personal	
		Property 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

LIBER 35 PAGE 48

NOTE:

3453

ARTICLES OF INCORPORATION
OF
ALBRIGHT'S SPORTSMAN TRAVEL SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 1, 1992 AT 8:39 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:

\$

D3513231

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
DURKEE, THOMAS & HAHN, ATTORNEYS
ATTN: WILLIAM A. HAHN, JR., ESQ.
10 CHURCH LANE
BALTIMORE MD 21208

068C3060123

A 403190



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3453 0055

LIBER 35 PAGE 49

Returned to: R.G.A. Davis Group, Inc., 201 S. Amelia Ave. De Lane Fl 32724, March 30, 1993

RGA/DAVIS GROUP, INC.

Certified Copy of Resolution

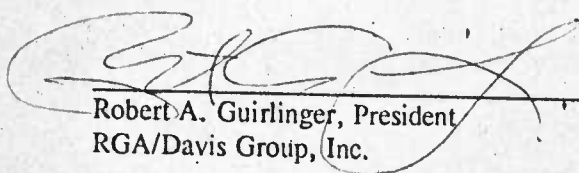
I, the undersigned, hereby certify that I am the President of RGA/Davis Group, Inc., a Maryland Corporation, and that the following is a true copy of a Resolution duly adopted by the board of directors of said corporation by a special meeting and that said resolution is in full force and effect and has not been modified or rescinded.

BE IT RESOLVED THAT, the corporation fully recognizes and accepts the resignation of its vice president, Ronald P. Davis, as indicated on the attached minutes of a meeting of the Board of Directors, which are made a part hereof, and that said resignation was effective July 1, 1991.

BE IT FURTHER RESOLVED, THAT, the corporation has changed the address of its principal office to 7605 Woodland Drive, Easton, Maryland 21601.

BE IT FURTHER RESOLVED, THAT, the name and address of the Resident Agent of the Corporation has changed to Robert L. Bethke, 7605 Woodland Drive, Easton, Maryland 21601.

IN WITNESS WHEREOF, I have hcreto subscribed my name this 18th day of September, 1992.


Robert A. Guirlinger, President
RGA/Davis Group, Inc.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9/24/92 at 11:45A.m.

1992 SEP 24 11:45

22688443 3453 0462

RG/DAVIS GROUP, INC.

Minutes of the Board of Directors Meeting 6/10/91

A meeting of stockholders, board of directors and officers of RGA/Davis Group, Inc. was held on June 10, 1991. In attendance, via telephone, were Robert A. Guirlinger, President and Ronald P. Davis, Executive Vice President.

Current and past activities of the corporation were discussed and a review of the financial status of the corporation was conducted.

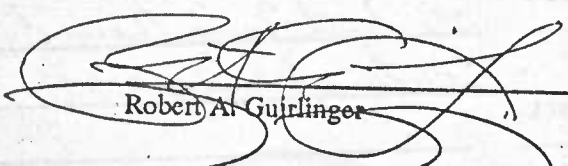
During the meeting, Ronald P. Davis expressed his desire to resign from the corporation, citing personal reasons. Mr. Davis agreed to relinquish any and all ownership and rights to the corporation's business, past present and future, and further agreed to return his stock ownership, in full, to the corporation.

Mr. Guirlinger and Mr. Davis agreed that the corporation would hold Mr. Davis harmless for all past, present and future acts of corporation, and that Mr. Davis would, in turn, have the same regard for the corporation and its officers.

A vote was taken and unanimously decided that Mr. Davis should be allowed to resign from the corporation under the conditions described. It was further agreed that Mr. Davis' resignation would take effect July 1, 1991.

No other business was discussed.

The undersigned hereby certify that the forgoing is a true and accurate record of the meeting.


Robert A. Guirlinger

6/17/91
Date


Ronald P. Davis

6/19/91
Date

3453 0463

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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
D2964146 _____ 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 _____ Personal
600	_____	Property Reports and late filing penalties
70	\$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

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

Code _____
 ATTENTION: _____

MAIL TO ADDRESS:
221 North Annapolis Avenue
Queen Anne's County 20724

TOTAL FEES \$10.00

_____ 1 Check _____ Cash
 1 Documents on _____ 1 checks

NOTE:

APPROVED BY: RMC

3453 0464

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
RGA/DAVIS GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 24, 1992 AT 11:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2964146

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
R.G.A., DAVIS GROUP, INC.
201 S. AMELIA AVE.
DE LAND

FL 32724

068C3060200

A 403252



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3453 0461

LIBER 35 PAGE 53

10-02-1992 03:18PM

FROM 410 822 4787

TO 13013337097

P.02

CALABRISELLA, INC.

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, JAMES E. ADAMS, whose address is 26106 Bachelor Harbor Drive, P.O. Box 184, Oxford, Maryland 21654, 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 called the "Corporation") is:

CALABRISELLA, 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 buy, sell, lease, own, operate and otherwise trade in sail and motor vessels and to engage in any other related businesses.

(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 26106 Bachelor Harbor Drive, P.O. Box 184, Oxford, Talbot County, Maryland. The name and the address of the Resident Agent of the Corporation in this

227984143 2408

State are James F. Adams, ^{Jr.} 26106 Bachelor Harbor Drive, P.O. Box 184, Oxford, Maryland 21654. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

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 James F. Adams ^{Jr.}.

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

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

10-02-1992 03:19PM FROM 410 822 4787

TO 13013337097

P.04

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of August, 1992, and I acknowledge the same to be my act.

WITNESS:

Herbert Harris

James F. Adams

(SEAL)

James F. Adams

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 20
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>James Griswald</u>
71	_____	Financial	<u>PO Box 767</u>
600	_____	_____ Personal	<u>St. Michaels Md</u>
		Property Reports and late filing penalties	<u>21663</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 70
Mastercard _____ Check _____ Cash _____
_____ Documents on _____ checks

NOTE: 3457 2411

APPROVED BY: [Signature] LIBER 35 PAGE 57

ARTICLES OF INCORPORATION
OF
CALABRISELLA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 2, 1992 AT 3:18 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3514312

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 GRISWALD
P.O. BOX 767
ST. MICHAELS

MD 21663

069C3060271

A 403540



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3453 2407

LIBER 35 PAGE 58

Returned to: Cowdrey, Thompson & Karsten, P.O. Box 1747, Easton, Md. 21601, March 30, 1993

10/5/92 at 8:45a

GAREY KOSTENS, D.D.S., P.A. 1992 OCT -5 A 8:45
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 1st day of July, 1992, by and between GAREY KOSTENS, D.D.S., P.A., a Maryland professional corporation (hereinafter sometimes referred to as the "Transferor"), and DONALD E. BROSKEY, D.M.D. (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, his heirs and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferor is: Garey Kostens, D.D.S., P.A., 604 Dutchman's Lane, Easton, Maryland 21601. Transferor was incorporated on June 2, 1975 under the professional corporation laws of the State of Maryland.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferee is Donald E. Broskey whose address is 604 Dutchman's Lane, Easton, Maryland 21601.

FOURTH: The nature and 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 Fifty-Eight Thousand Dollars (\$58,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Asset Purchase Agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as July 1, 1992, a copy of which Agreement is attached hereto as Exhibit A.

FIFTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the directors thereof filed with the minutes of the proceedings of the Board of Directors, duly adopted a resolution declaring that the transfer of all the assets of Transferor as herein set forth in advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholders of Transferor for 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 Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written

22798359

3454 1512

informal action is filed with the minutes of the proceedings of 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.

SIXTH: A. The principal office of Transferor is in the Town of Easton, State of Maryland. Transferor owns no real property in Maryland.

B. The location of the principal office of Transferee in the State of Maryland is 604 Dutchman's Lane, Easton, Maryland 21601. Transferee owns no real property in the State of Maryland.

Donald E. Broskey has agreed to purchase substantially all of the assets of Transferor.

EIGHTH: In consideration of the payment to Transferor of Fifty-Eight Thousand Dollars (\$58,000.00) 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:

Medical Supplies	4,250.00
Equipment	36,640.00
Medical Records & Charts	12,110.00
Goodwill	5,000.00
	<u>\$58,000.00</u>

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, 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, Donald E. Broskey, and Garey Kostens, D.D.S., P.A., 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 witnessed by the secretary or an assistant secretary, as of this 15 day of July, 1992.

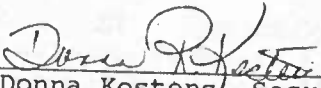
WITNESS:

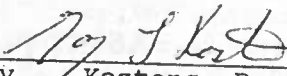
Becky S. Schomover

Donald E. Broskey (SEAL)
Donald E. Broskey


WITNESS:

GAREY KOSTENS, D.D.S., P.A.


Donna Kostens, Secretary

by: 
Gary Kostens, President

THE UNDERSIGNED, President of Garey Kostens, D.D.S., P.A., 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.


Garey Kostens
President

corp\kostens.art\8

ASSET PURCHASE AGREEMENT

This ASSET PURCHASE AGREEMENT is made as of July 1, 1992, among Donald E. Broskey, D.M.D., who resides at 108 Ivy Drive, #5, Charlottesville, Virginia 22901 (hereinafter referred to as "Buyer"); Garey Kostens, D.D.S., P.A., a Maryland corporation having its principal offices at 604 Dutchmans Lane, Easton, Maryland 21601 (hereinafter referred to as "Seller"); and Garey Kostens, D.D.S., who resides at 26980 Holly Harbor Court, Oxford, Maryland 21654 (hereinafter referred to as "Dr. Kostens").

RECITALS

- A. Dr. Kostens desires to retire from the practice of dentistry which he now carries on in his office in Easton, Maryland (the "Practice").
- B. Seller desires to sell and Buyer desires to purchase and carry on, upon the terms and subject to the conditions herein set forth, substantially all of the assets of Seller relating to the Practice.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties and agreements contained herein, the parties agree as follows:

ARTICLE I CERTAIN DEFINITIONS

As used in this Agreement each of the following terms shall have the following meaning.

1.1 Acquired Assets. "Acquired Assets" shall mean all tangible and intangible property and assets of any kind owned by Seller or Dr. Kostens and used in the Practice, including, but not limited to, all of Seller's dental instruments, apparatus, furniture and equipment; all office equipment; all supplies; all furniture, fixtures, rugs, art work, and other office furnishings; all rights and interests in all contracts, leases, and other agreements; all trademarks, service marks, trade names, copyrights, patents, licenses, inventions, processes, and other intellectual property; all books and records and related software; all other intangible assets, including patient lists, records and files, X-Ray files, medical books, drugs, medicine, bottles and supplies, trade secrets, and similar confidential information and data; all purchase orders, forms, catalogs, brochures and other promotional materials; and all other assets used by Seller in the operation of the Practice, other than Seller's cash, accounts receivable, and the Excluded Assets listed on Schedule 1.3.

1.2 Deposit. "Deposit" shall mean an amount equal to Two Thousand Dollars (\$2,000.00).

1.3 Excluded Assets. "Excluded Assets" shall mean the assets listed on Schedule 1.3 of this Agreement.

1.4 Purchase Price. "Purchase Price" shall mean an amount equal to Fifty-Eight Thousand Dollars (\$58,000.00).

3454 1516

**ARTICLE 2
THE CLOSING**

2.1 Time and Place of Closing. The closing (the "Closing") shall take place at the offices of Cowdrey, Thompson & Karsten, P.A., 130 North Washington Street, Easton, Maryland 21601, on July 1, 1992, or as soon as practicable following such date as the conditions to the parties' respective obligations to close hereunder shall have been satisfied or waived (the "Closing Date").

2.2 Purchase and Sale of the Acquired Assets. At the Closing, Seller will sell, convey, assign, transfer and deliver the Acquired Assets to Buyer, rights of survivorship, in the manner hereafter provided, and Buyer will purchase, acquire, accept and pay the Purchase Price for the Acquired Assets.

2.3 Allocation of the Purchase Price. The Purchase Price paid by Buyer shall be allocated to the Acquired Assets in accordance with Exhibit A attached hereto, and all tax returns and reports filed by Seller and Buyer with respect to the transactions contemplated by this Agreement shall be consistent with that allocation.

2.4 Deliveries by Seller. At the Closing, Seller will deliver the following to Buyer:

(i) an assignment and bill of sale (the "Bill of Sale") in the form of Exhibit B attached hereto transferring the Acquired Assets to Buyer; and

(ii) copies of any consents obtained by Seller as contemplated by Section 3.4.

2.5 Deliveries by Buyer. At the Closing, Buyer will deliver the following to Seller:

(i) cash, in immediately available Easton, Maryland funds, by cashier's check or wire transfer, in an amount equal to the sum of (a) the Purchase Price less the Deposit, and (b) the amounts which Buyer is required to pay to Seller in accordance with the provision of Sections 4.14 and 4.15 of this Agreement; and

(ii) copies of any consents obtained by Buyer as contemplated by Section 4.5.

2.6 Mail Received After Closing. Following the Closing, Buyer may receive and open all mail addressed to Seller or Dr. Kostens and deal with the contents thereof in his discretion to the extent that such mail and the contents thereof relate to the Acquired Assets or the Practice. Buyer agrees to deliver to Seller all mail addressed to Seller that does not relate to the Acquired Assets or the Practice.

2.7 Access After the Closing. From and after the Closing Date, Seller and Buyer each will permit the other or the other's respective representatives, during normal business hours to have access, so as not to interfere unreasonably with the operations of the party granting access, for the purpose of examining and making copies of all books and records of the other in such party's possession pertaining to the operation of the Practice (including, without limitation, correspondence, memoranda, books of account, payroll records and the like), the Acquired Assets, or the transactions contemplated hereby.

2.8 **Liabilities Not Assumed.** The parties understand, acknowledge and agree that Buyer is not assuming any liabilities of Seller or Dr. Kostens (including, without limitation, accounts payable and other liabilities of the Practice in existence at or relating to the operation of the Practice prior to the Closing, whether or not the vendor invoice for such account has been received by the Closing). Seller and Dr. Kostens shall be solely responsible for and agree to pay all such liabilities in accordance with the provisions of Section 4.10 of this Agreement.

ARTICLE 3 REPRESENTATIONS AND WARRANTIES OF SELLER

Seller and Dr. Kostens represent and warrant to Buyer as follows:

3.1 **Title.** Seller is the owner of and has good and marketable title to the Acquired Assets, free of encumbrances, liens, and security interests.

3.2 **Licensure.** Dr. Kostens is duly licensed to practice dentistry within the State of Maryland and is not subject to any suspension, revocation, or disciplinary action in relation to such license.

3.3 **Organization.** Seller is a corporation duly organized, validly existing and in good standing under the laws of the State of Maryland and has the corporate power and authority to own all of its properties and assets and carry on its business as now being conducted.

3.4 **Authority Relative to this Agreement.** Seller has the corporate power and authority to execute and deliver this Agreement and to consummate the transactions contemplated hereby. The execution and delivery by Seller of this Agreement and the consummation of the transactions contemplated hereby have been duly and validly authorized by all necessary corporate action on the part of Seller. This Agreement has been duly and validly executed and delivered by Seller and constitutes its valid, binding and enforceable obligation.

3.5 **Malpractice Claims and Insurance.** Neither Seller nor Dr. Kostens is a party to, or has been threatened with, any suit, action, arbitration, administrative or other proceeding in any way relating to the Practice. Dr. Kostens agrees to maintain, at Dr. Kostens' expense, malpractice insurance in the amount of at least \$100,000 per occurrence, \$300,000 aggregate, during the period for which Seller is a paid associate of the Practice, as contemplated in Section 4.14 below, and a malpractice "tail" coverage for five years thereafter in the amount of at least \$100,000 per occurrence, \$300,000 aggregate, which policy shall afford coverage for any claims made subsequent to the date Dr. Kostens ceases to be a paid associate for actions occurring prior thereto.

3.6 **Consents and Approvals.** No consent of any governmental or judicial authority is required for the execution and delivery of this Agreement by Seller and Dr. Kostens and no consent of any party to any agreement, contract, mortgage, indenture or arrangement to which Seller is a party or by which Seller or Dr. Kostens is bound (or to which the Acquired Assets are subject) is required for the execution and delivery of this Agreement by Seller or Dr. Kostens.

3.7 **No Violations.** Neither the execution, delivery and performance of this Agreement by Seller and Dr. Kostens, the consummation by Seller and Dr. Kostens of the transactions

contemplated hereby nor compliance by Seller and Dr. Kostens with any of the provisions hereof will (i) contravene the articles or certificate of incorporation or Bylaws of Seller, (ii) result in a default (or give rise to any right of termination, cancellation or acceleration) under any of the terms, conditions or provisions of any note, bond, mortgage, indenture, license, agreement, lease or other instrument or obligation to which Seller or Dr. Kostens is a party or by which Seller, Dr. Kostens, or any of the Acquired Assets may be bound, or (iii) violate any order, writ, injunction, decree, statute, rule or regulation applicable to Seller or Dr. Kostens, or any of the Acquired Assets (other than any applicable "bulk sales" laws).

3.8 Compliance, Governmental Authorizations and Regulations. Seller and Dr. Kostens have not failed to comply in any respect material to the Acquired Assets or the Practice taken as a whole with any law, ordinance, regulation or order applicable to the Acquired Assets or the Practice. All licenses, franchises, permits and other governmental authorizations held by Seller and Dr. Kostens in respect of the Acquired Assets or the Practice, including, without limitation, any licenses or permits required to operate the Practice are valid and sufficient to permit such operations, and there are no violations of any such licenses, franchises, permits and other governmental authorizations, nor are there any proceedings pending or threatened against Seller or Dr. Kostens to revoke or limit any such license, franchise, permit, or other governmental authorization.

3.9 Litigation. There are no actions, suits, claims, investigations or proceedings (legal, administrative or arbitral) pending or threatened, against Seller or Dr. Kostens (i) which relate to the Acquired Assets or the Practice, or (ii) which seek specifically to prohibit, restrict or delay consummation of the transactions contemplated hereby or fulfillment of any of the conditions of this Agreement.

3.10 Entire Practice To Be Acquired; Maintenance. The Acquired Assets constitute all of the tangible and intangible assets and properties of Seller and Dr. Kostens used in the Practice. Those Acquired Assets that constitute machinery and equipment, are in good and working condition and have been properly maintained.

3.11 Disclosure of all Material Facts. Seller and Dr. Kostens each has disclosed in writing in, or pursuant to, this Agreement all facts material to the Acquired Assets and the Practice.

ARTICLE 4 OTHER AGREEMENTS OF THE PARTIES

4.1 Conduct of the Practice. During the period from the date of this Agreement to the Closing Date, Dr. Kostens shall conduct the Practice in, and only in, the manner in which Dr. Kostens has customarily and ordinarily conducted the Practice in the past. Seller and Dr. Kostens shall use their best efforts to preserve intact the Acquired Assets and the business organization and relations with employees, suppliers, patients and others. Seller shall not dispose of any of the Acquired Assets. Dr. Kostens shall report regularly to Buyer as to the general status of the Practice and as to any material event affecting the Practice. Seller shall maintain all of the Acquired Assets in customary repair, order and condition, reasonable wear and use excepted. During the period from the date of this Agreement to the Closing Date, neither Seller nor Dr. Kostens will, without the prior written consent of Buyer, take any action which could reasonably be expected to affect materially and adversely the Acquired Assets.

4.2 Investigation of Condition. Buyer may, prior to the Closing, make or cause to be made such investigation of the Acquired Assets or the Practice and the related financial and legal condition of Seller as Buyer deems necessary to familiarize himself therewith, provided that such investigation shall not interfere with the normal operation of the Practice. Such investigation may be conducted by Buyer's officers, accountants, counsel and other representatives. Seller will afford such representatives full access to his premises, books, records, financial and operating data, employees, customers, suppliers, and other information with respect to the Acquired Assets and the Practice as Buyer shall, from time to time, reasonably request.

4.3 Expenses. Whether or not the transactions contemplated hereby are consummated, all costs and expenses incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the party incurring such costs and expenses, except as specifically provided to the contrary in this Agreement.

4.4 Best Efforts. Subject to the terms and conditions of this Agreement, each of the parties hereto shall use his best efforts to take, or cause to be taken, all action, and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate and make effective as soon as practicable the transactions contemplated by this Agreement.

4.5 Consents. Each of the parties hereto will use his best efforts to obtain consents of all persons and governmental authorities necessary to the consummation of the transactions contemplated by this Agreement.

4.6 Further Assurances. From time to time, without further consideration, Seller, at its own expense, shall execute and deliver, or cause to be executed and delivered, such documents as Buyer may reasonably request in order more effectively to consummate the transactions contemplated hereby and to vest in Buyer good title to the Acquired Assets (including, without limitation, assistance in the reduction to possession of any such asset).

4.7 Broker's Commission. Seller and Dr. Kostens, on the one hand, and Buyer, on the other hand, shall each pay or discharge, and shall each indemnify and hold the other harmless from and against, any and all claims or liabilities for all brokerage fees, commissions and finder's fees incurred by reason of any action taken by such party. The parties agree that the commission, if any, owed to Polcari Associates, Ltd. in connection with this transaction shall be borne by Seller.

4.8 Sales and Transfer Taxes and Fees. All sales and transfer taxes and fees (including all real estate, patent and trademark, and permit and license transfer taxes) incurred in connection with this Agreement and the transactions contemplated hereby shall be borne by Buyer. Buyer shall file, or cause to be filed, all necessary tax returns and other documents with respect to the sales, transfers and recordings contemplated by this Agreement, and, if required by applicable law, Seller shall join in the execution of any such tax returns or other documents; provided, however, that Seller shall not be liable for any taxes in respect of such returns.

4.9 Proration of Certain Charges. Any lease, utility or similar payment or charge payable with respect to the period in which the Closing occurs shall be prorated between the parties on the basis of the actual number of days applicable to the pre-sale and post-sale occupancy or use of the premises.

4.10 Bulk Sales Laws. Within thirty (30) days following the Closing, Seller shall, from the proceeds of the sale of the Practice or otherwise, pay all accounts payable and other current liabilities of the Practice as of the Closing, none of which is being assumed by Buyer. Seller and Dr. Kostens shall indemnify and hold Buyer harmless from any and all claims made by creditors of Seller relating to provisions of the "bulk sales laws" of any state or other jurisdiction which may be applicable to the transactions contemplated hereby and from all costs (including reasonable attorneys' fees) incurred in the defense of any claims made under such laws.

4.11 Risk of Loss. All risk of loss to the Acquired Assets shall be borne by Seller until the Closing.

4.12 Deposit. Buyer has previously deposited with Polcari and Associates, Ltd. (the "Broker") the Deposit, which Deposit has been held by the Broker in escrow. The Broker shall deliver the Deposit to Seller in partial payment of the Purchase Price at the Closing or, in the event that the transaction does not close, the Broker shall return the Deposit to Buyer. Notwithstanding the foregoing, in the event that the transaction does not close due to a breach of this Agreement by Buyer, then the Broker shall deliver the Deposit to Seller.

4.13 Obligations to Employees. Prior to the Closing, Seller will have paid or otherwise satisfied all of its obligations to former and existing employees, full-time or part-time, including accrued vacation and other benefits, if any. Seller acknowledges and agrees that Buyer shall not be responsible for any liability of Seller to any employee arising out of or in connection with such employee's service to Seller before the Closing.

4.14 Consulting Services. In consideration of Dr. Kostens' (and his wife's) agreement to provide certain consulting services to Buyer during the 12-month period following the closing, Buyer will pay Dr. Kostens \$30,000 in cash at the closing. In addition, Seller will act as a paid associate in the Practice for the month of July and after returning from six weeks vacation will practice from September 15, 1992, until January 1, 1993 or such earlier time as his malpractice insurance runs out. For services rendered as a paid associate, Dr. Kostens will receive 40% of his gross earnings.

4.15 Agreement not to Compete. Dr. Kostens agrees not to compete with Buyer in the business of the Practice within a 25-mile radius of Easton, Maryland during the 24-month period following the Closing. In consideration of Dr. Kostens' covenant not to compete with Buyer, Buyer will pay Dr. Kostens \$30,000 in cash at the Closing.

4.16 Talbot Bank Financing. Dr. Kostens agrees to use reasonable efforts in Easton, Maryland with Talbot Bank to assist Buyer in secure financing for the transaction.

4.17 Indemnification. Seller and Dr. Kostens shall indemnify and hold harmless Buyer against (i) all liabilities or obligations of Seller or Dr. Kostens not specifically assumed by Buyer pursuant to this Agreement; (ii) any damages, losses, obligations, liabilities, claims, actions or causes of action sustained or suffered by Buyer arising from a material breach of any representation, warranty or agreement of Seller or Dr. Kostens contained in or made pursuant to this Agreement; and (iii) all reasonable costs and expenses (including, without limitation, reasonable attorneys', accountants' and other professional fees) incurred by Buyer in connection with any action, suit, proceeding, demand, assessment or judgment with respect to which Seller or Dr. Kostens is required

to make a payment to Buyer under this Section 4.17. The representations and warranties of Seller and Dr. Kostens contained herein shall survive the Closing.

ARTICLE 5 CLOSING CONDITIONS

5.1 Conditions to the Obligations of Buyer. The obligation of Buyer to effect the transactions contemplated hereby shall be further subject to the fulfillment at or prior to the Closing Date of the following conditions, any one or more of which may be waived by Buyer:

(i) The representations and warranties of Seller and Dr. Kostens set forth in this Agreement shall have been true and correct in all material respects as of the date of this Agreement and shall also be true and correct in all material respects as of the Closing Date with the same force and effect as though made at and as of the Closing Date (except as otherwise contemplated by this Agreement); and Buyer shall have received a certificate from Seller and Dr. Kostens, dated as of the Closing Date certifying as to the fulfillment of the condition described in this subsection 5.1(a);

(ii) Buyer shall have obtained financing from a bank or other reputable commercial lender, on terms and conditions reasonably satisfactory to Buyer, sufficient to enable Buyer to pay the Purchase Price for the Acquired Assets;

(iii) Buyer shall have received from Seller and Dr. Kostens satisfactory evidence that appropriate arrangements can be made to obtain (a) any and all permits, authorizations, consents or approvals of any public body or authority required effectively to transfer to Buyer the Acquired Assets, and the rights and privileges relating thereto, and (b) any and all consents or waivers from other parties to licenses, franchises, permits, indentures, agreements and other instruments that are required for the lawful consummation of the transactions contemplated hereby or are necessary in order that Buyer can conduct the Practice immediately after the Closing;

(iv) Buyer shall have obtained, at his expense, satisfactory property insurance in such amounts as Buyer may determine insuring the full replacement value of the Acquired Assets;

(v) Buyer and Dr. Kostens and George J. Goldsborough, Jr., Trustees will have entered into an office lease (the "Lease") for the commercial space currently occupied by the Practice (including the unused portion), in form and substance reasonably satisfactory to Buyer;

(vi) all liens on the Acquired Assets securing any indebtedness of any person shall have been released prior to the Closing; and

(vii) there shall have been no material adverse change from the date of this Agreement in the operations, earnings, prospects, assets, properties, business or condition (financial or otherwise) of the Practice.

5.2 Other Documents. Seller and Dr. Kostens will furnish to Buyer such certificates and other documents to evidence fulfillment of the conditions set forth in this Article 5 as Buyer may reasonably request.

ARTICLE 6
TERMINATION

This Agreement may be terminated at any time prior to the Closing:

- (i) by the mutual consent of Buyer and Seller;
- (ii) by Buyer if any representation or warranty of Seller contained herein shall have been incorrect or breached in any material respect and shall not have been cured on or before the Closing Date;
- (iii) by Buyer if any condition to the consummation of the Closing which must be fulfilled to his satisfaction has (in the good faith judgment of Buyer) become impossible to fulfill; or
- (iv) by either Buyer or Seller if the Closing shall not have been consummated on or before July 31, 1992.

ARTICLE 7
MISCELLANEOUS PROVISIONS

7.1 Entire Agreement. This Agreement, including the exhibits and the documents, schedules, certificates and instruments referred to herein, embodies the entire agreement and understanding of the parties in respect of the transactions contemplated by this Agreement and supersedes all prior agreements and understandings between the parties with respect to such transactions.

7.2 Amendment and Modification. Subject to applicable law, this Agreement may be amended, modified or supplemented only by written agreement of the parties hereto.

7.3 Waiver of Compliance; Consents. Except as otherwise provided in this Agreement, any failure of any of the parties to comply with any obligation, covenant, agreement or condition herein may be waived by the party entitled to the benefit thereof only by a written instrument signed by the party granting such waiver, but such waiver or failure to insist upon strict compliance with such obligation, agreement or condition shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure. Whenever this Agreement requires or permits the consent of any party hereto, such consent shall be given in writing in a manner consistent with the requirements for a waiver of compliance as set forth in this Section 7.3.

7.4 Successors. This Agreement shall inure to the benefit of, and be binding on and enforceable against, the successors and assigns of the respective parties hereto.

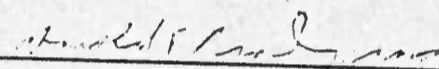
7.5 Notices. All notices and other communications hereunder shall be in writing and shall be deemed given if delivered personally or mailed by registered or certified mail (return receipt requested), postage prepaid, to the parties at their last known addresses (or at such other address for a party as shall be specified by like notice, provided that notices of a change of address shall be effective only upon receipt thereof).

7.6 **Governing Law.** This Agreement shall be governed in all respects in accordance with the laws of the State of Maryland.

7.7 **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

WITNESS the following signatures, all duly authorized.

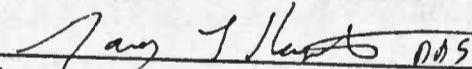
Buyer:



Donald E. Broskey, D.M.D.

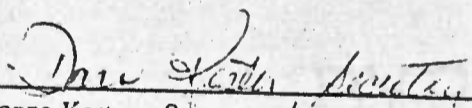
Seller:

GARY L. KOSTENS, D.D.S., P.A.,
a Maryland corporation

By: 

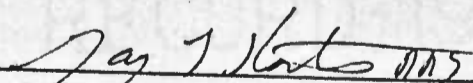
Gary L. Kostens, D.D.S., President

ATTEST:

By: 

Donna Kostens, Secretary

Dr. Kostens:



Gary L. Kostens, D.D.S.

CH1A2520MHCDEB2A01C.REC

Schedule 1.3

List of Excluded Assets:

None

Exhibit A
Allocation of the Purchase Price

A-1

LIBER 35 PAGE 72

3454 1526

Exhibit B
Bill of Sale

ASSIGNMENT AND BILL OF SALE

This ASSIGNMENT AND BILL OF SALE is made, executed and delivered as of July 1, 1992, pursuant to and in furtherance of an Asset Purchase Agreement dated as of July 1, 1992 (the "Agreement") among Donald E. Broskey, D.M.D., who resides at 108 Ivy Drive, #5, Charlottesville, Virginia (hereinafter referred to as "Buyer"), Gary Kostens, D.D.S., P.A., a Maryland corporation having its principal offices at 604 Dutchman's Lane, Easton, Maryland (hereinafter referred to as "Seller"); and Gary Kostens, D.D.S., who resides at 26980 Holly Harbor Court, Oxford, Maryland 21654 (hereinafter referred to as "Dr. Kostens").

Capitalized terms used herein without definition have the respective meanings given in the Agreement.

1. Seller, for good and valuable consideration to him in hand paid, receipt of which is hereby acknowledged, by this Bill of Sale does hereby convey, grant, bargain, sell, transfer, set over, assign, release, deliver and confirm unto Buyer, his successors and assigns forever, Seller's right, title and interest, legal or equitable, in and to all of the Acquired Assets, all in accordance with and subject to the terms and provisions of the Agreement and this Bill of Sale.

TO HAVE AND TO HOLD all of the Acquired Assets unto Buyer, his successors and assigns, to and for his use forever.

2. Seller covenants and agrees that he shall pay to Buyer promptly any amounts which shall be received by Seller after the date hereof in respect of any of the Acquired Assets. Seller further covenants and agrees that he shall, without further consideration, at any time and from time to time after the date hereof, upon the request of Buyer, do, execute, acknowledge, deliver or file, or shall cause to be done, executed, acknowledged, delivered or filed, all such further acts, deeds, transfers, conveyances, assignments or assurances as Buyer may reasonably request in order more effectively to consummate the transactions contemplated hereby and the transfer to Buyer of all of Seller's right, title and interest in and to the Acquired Assets. In the case of contracts and rights, if any, which cannot be effectively transferred to Buyer without the consents of third parties, Seller shall use his best efforts to obtain such consents promptly. If the consents necessary for the transfer of any contracts and rights cannot be obtained, Seller shall use his best efforts to make arrangements to assure to Buyer the benefits of such contracts or rights, including enforcement for the benefit of Buyer of any and all rights of Seller against such third party arising out of the cancellation by such third party or otherwise.

3. Nothing contained in this Bill of Sale, express or implied, is intended or shall be construed to confer upon, or give to, any person, firm or corporation other than Buyer or his successors and assigns, any remedy or claim under or by reason of this Bill of Sale or any terms, covenants or conditions hereof, and all the terms, covenants and conditions, promises and agreements contained herein shall be for the sole and exclusive benefit of Buyer, his successors and assigns.

B-1

3454 1527

LIBER 35 PAGE 73

WITNESS the following signature, duly authorized.

GARY KOSTENS, D.D.S., P.A.,
a Maryland corporation

By: *Gary J Kostens*
Gary Kostens, D.D.S., President

ATTEST:

By: *Donna Kostens*
Donna Kostens, Secretary

B-2

LIBER 35 PAGE 74

3454 1528

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

8.5

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

~~Merging~~ (Transferor) Gary Karsten, D.D.S., P.A. Surviving (Transferee) Donald E. Braskey, D.M.D.
00564914 (individual)

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change
20	_____	Organ. & Capitalization	(New Name) _____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	<u>20</u>	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Paul J. Jones, Jr., Esq.</u>
71	_____	Financial	<u>Cawdrey, Thompson & Karsten</u>
600	_____	_____ Personal	<u>130 N. Washington St.</u>
	_____	Property Reports and late filing penalties	<u>P.O. Box 1947</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Easton, MD 21601</u>
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 20

Check _____ Cash

Documents on _____ checks

APPROVED BY: H.A. LIBER 35 PAGE 75

3454 1529

ARTICLES OF TRANSFER
OF
GAREY KOSTENS, D.D.S., P.A.
(A MD CORP.)
AND
DONALD E. BRASKEY, D.M.D.
(AN INDIVIDUAL)

TRANSFEROR

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 5, 1992 AT 8:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

00564914

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
COWDREY, THOMPSON, & KARTSTEN
ATTN: PAUL F. JONES, JR., ESQ.
130-N WASHINGTON ST.
P.O. BOX 1747
EASTON

MD 21601

071C3060541

A 403731



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3454 1512
LIBER 35 PAGE 76

Returned to: Nelson, Mullins, Riley et al, 1201 Peachtree St. Ste. 2200, Atlanta, Ga. 30361, March 30, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-6-92 at *8:27 a.m.*
CERTIFICATE OF LIMITED PARTNERSHIP

OF

sws BATEMAN-TAYLOR-WILCOXON LIMITED PARTNERSHIP

The undersigned general partners of Bateman-Taylor-Wilcoxon Limited Partnership, pursuant to Maryland Corporations and Associations Code Annotated Section 10-201, hereby certify and affirm that the facts stated below are true:

1.

The name of the limited partnership is Bateman-Taylor-Wilcoxon Limited Partnership.

2.

The address of the principal office of the limited partnership in Maryland is:

501 Dutchman's Lane
Easton, Maryland 21601

3.

The name and address of the registered agent of the limited partnership in Maryland is:

Sheila W. Bateman
501 Dutchman's Lane
Easton, Maryland 21601

4.

The registered agent is a citizens of the State of Maryland.

22808189

1992 OCT -6 8:27
1992 OCT -6 8:27

5.

The names and addresses of the general partners of the partnership are as follows:

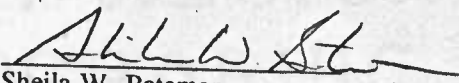
Sheila W. Bateman
501 Dutchman's Lane
Easton, Maryland 21601

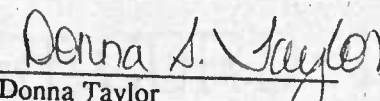
Donna Taylor
8978 Discovery Terrace
Easton, Maryland 21601

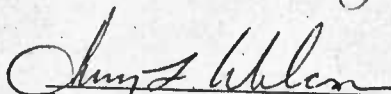
Jerry L. Wilcoxon
29347 Woodridge Drive
Easton, Maryland 21601

6.

The latest date on which the limited partnership is to dissolve is December 31, 1994.


Sheila W. Bateman


Donna Taylor


Jerry L. Wilcoxon

Executed this 31st day of August, 1992.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P5.

DOCUMENT CODE 05 BUSINESS CODE _____ COUNTY 20

_____ 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	<u>50</u>	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property 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: Neil E. Grayson,
Esg.

MAIL TO ADDRESS: _____
Nelson, Mullins, Riley
+ Scarborough
400 Colony Square, Suite 2200
1201 Peachtree St.
Atlanta, Ga. 30361

TOTAL FEES \$ 50.00

Check _____ Cash

2 Documents on 1 checks

NOTE:

APPROVED BY: AWB

LIBER 35 PAGE 79

3454 1999

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BATEMAN-TAYLOR-WILCOXON LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 6, 1992 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3516317

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
NELSON, MULLINS, RILEY & ETAL.
ATTN: NEIL E. GRAYSON, ESQ.
1201 PEACHTREE STREET, STE. 2200
400 COLONY SQUARE
ATLANTA GA 30361

072C3060620

A 403798



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2454 1896

LIBER 35 PAGE 80

Returned to: Nelson, Mullins, Riley et al, 1201 Peachtree St. Ste. 2200, Atlanta, Ga. 30361, March 30, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-6-92 at *8:27 a.m.*
CERTIFICATE OF LIMITED PARTNERSHIP

OF

SWB
HILL INVESTMENT LIMITED PARTNERSHIP

The undersigned general partner of Hill Investment Limited Partnership, pursuant to Maryland Corporations and Associations Code Annotated Section 10-201, hereby certifies and affirms that the facts stated below are true:

1.

The name of the limited partnership is Hill Investment Limited Partnership.

2.

The address of the principal office of the limited partnership in Maryland is:

501 Dutchman's Lane
Easton, Maryland 21601

3.

The name and address of the registered agent of the limited partnership in Maryland is:

W. David Hill
501 Dutchman's Lane
Easton, Maryland 21601

4.

The registered agent is a citizen of the State of Maryland.

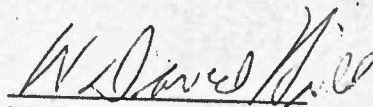
5.

The name and business address of the general partner of the limited partnership is:

W. David Hill
501 Dutchman's Lane
Easton, Maryland 21601

6.

The latest date on which the limited partnership is to dissolve is December 31, 1994.


W. David Hill

Executed this 31st day
of August, 1992.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 05 BUSINESS CODE _____ COUNTY 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____ Change of Name
61	_____	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	_____	Rec. Fee (Amendment)	_____ Change of Resident Agent
63	_____	Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64	_____	Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65	_____	Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66	_____	Rec. Fee (Revival)	_____ Other Change _____
52	_____	Foreign Qualification	
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	
13	_____	_____ Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	<u>50</u>	Cert. Limited Partnership	ATTENTION: <u>Neil E. Grayson, Esq</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Nelson, Mullins, Riley & Scarborough</u>
71	_____	Financial	<u>400 Colony Square, Suite 2100</u>
600	_____	_____ Personal	<u>1201 Peachtree St.</u>
		Property Reports and late filing penalties	<u>Atlanta, Ga. 30361</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL# FEES 50.00

Check _____ Cash
2 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 83

3454 1903

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HILL INVESTMENT LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 6, 1992 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3516325

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
NELSON, MULLINS, RILEY & ETAL.
ATTN: NEIL E. GRAYSON, ESQ.
1201 PEACHTREE STREET, STE. 2200
400 COLONY SQUARE
ATLANTA GA 30361

072C3060621

A 403799



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7454 1900
LIBER 35 PAGE 84

Returned to: Miles & Stockbridge, 101 Bay St. Easton, Md. 21601, March 30, 1993

SYNERGY INVESTMENTS, INC.

Certificate of Corporate Resolutions

I, Mollie P. Wicker, hereby certify that:

1. I am the duly elected and acting Secretary of Synergy Investments, Inc., a corporation duly organized and existing in good standing under the laws of the State of Maryland (the "Corporation");

2. The attached resolutions were duly adopted by the Board of Directors of the Corporation pursuant to an Action of Directors by Unanimous Written Consent dated October 1, 1992;

3. The attached 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 1 day of October, 1992.

SYNERGY INVESTMENTS, INC.

By: Mollie P. Wicker (SEAL)
Mollie P. Wicker, Secretary

2280816C

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-6-92 at 8:35 A.m.

LIBER 35 PAGE 85

36 8 A 9-100 266
SE 8 V 9-100 266
1992 OCT 6

jrfjr/sii02.cer

2454 2021

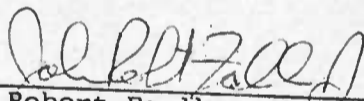
SYNERGY INVESTMENTS, INC.

ACTION OF DIRECTORS BY UNANIMOUS WRITTEN CONSENT

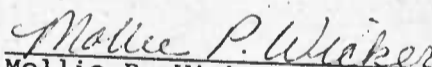
The undersigned, being all of the Directors of Synergy Investments, Inc., a Maryland corporation (the "Corporation") consent to the adoption of the following resolutions and recording of the same resolutions among the minutes of the proceedings of the Board of Directors:

RESOLVED: That the principal place of business of the Corporation be changed and as of the date hereof, post office address of the place at which the principal office of the Corporation in this state shall be located is 8356 Ocean Gateway, Easton, Maryland 21601.

WITNESS the signatures of the undersigned as of this 1 day of October, 1992.



J. Robert Faulkner, Jr.



Mollie P. Wicker

jrfjr/sii03.min

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 8119
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 20
D3450707 _____ 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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and late filing penalties
70	\$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Michael Stettin
101 Bay Street
Easton Md. 21601

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

_____ 1 Documents on _____ 1 checks

NOTE:

APPROVED BY: RMC

CHANGE OF PRINCIPAL OFFICE
OF
SYNERGY INVESTMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 6, 1992 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:

_____ \$ 10.00 _____

_____ D3450707 _____

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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
101 BAY ST.
EASTON

MD 21601

072C3060655

A 403815



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 88

3454 2020

Returned to: Pepper, Hamilton, 1300 19th. St. N.W., Washington, DC 20036-1685, March 30, 1993

CERTIFICATE OF AMENDMENT

THE MEADOWS AT ELK CREEK I LIMITED PARTNERSHIP

9-29-92 10:15a

The Meadows at Elk Creek I Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership, as previously amended, as follows:

1. Principal Office and Registered Agent. The address of the principal office of the Partnership, and the registered agent of the Partnership, is 4701 Sangamore Road, Suite N-240, Bethesda, Maryland 20816. The name of the resident agent of the Partnership is Frederic F. Case.

2. Name and Address of General Partner. Lancaster Properties, Inc., a Pennsylvania corporation, the successor by merger to Southern Cablevision of Corbin, Inc., a Kentucky corporation, has withdrawn as a general partner of the Partnership, effective January 1, 1992. The name and address of the sole general partner of the Partnership is:

C/E Development, Inc.
4701 Sangamore Road
Suite N-240
Bethesda, Maryland 20816

3. Dissolution Date. The latest date upon which the Partnership is to dissolve is December 31, 2040.

WITNESS the following signatures this 28th day of February, 1992.

Lancaster Properties, Inc., a
Pennsylvania corporation,

By: Thomas C. Kile
Thomas C. Kile, 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 20 BUSINESS CODE _____ COUNTY 70
M2625861 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>50</u>	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	<u>8</u>	Certified Copy <u>2p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	<u>50</u>	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property 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 Levinson
Pepper Hamilton
1300 - 19th St NW
Wash, DC 20036
1685

TOTAL FEES 108

Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [Signature] LIBER 35 PAGE 90

NOTE:
CERTIFIED COPY MADE

3454 2192

CERTIFICATE OF AMENDMENT
OF
THE MEADOWS AT ELK CREEK II LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 29, 1992 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 50.00

\$ _____

M2625861

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: MARC LEVINSON
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

072C3060698

A 403852



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3454 2190

LIBER 35 PAGE 91

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10/9/92 at 8:48 .m.

ARTICLES OF INCORPORATION
OF
THE AVALON THEATRE, INC.

FIRST: I, James S. Maffitt, whose post office address is 101 Bay Street, Easton, Maryland 21601, 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 Avalon Theatre, 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) (the "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, 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

LIBER

35 PAGE 92

22838309 2455 1096

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 TENTH of these Articles of Incorporation, or as shall in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code, 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, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section

501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(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 promotion, management, operation and leasing of The Avalon Theatre at the corner of Harrison and Dover Streets in Easton, Maryland for artistic and educational activities and raising funds, soliciting grants and gifts, and sponsoring artistic, non-artistic and educational programs, including but not limited to concerts, plays, dances, seminars, lectures, meetings and motion pictures, for the benefit of The Avalon Theatre.

FOURTH: The post office address of the principal office of the Corporation in this State is 42 East Dover Street, Easton, Maryland 21601. The name and post office address of the Resident Agent of the Corporation in this State are James S. Maffitt, Esquire, Miles & Stockbridge, 101 Bay Street, Easton, Maryland 21601.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

SIXTH: The Sole Member of the Corporation shall be the Mayor and Town Council of the Town of Easton, a Maryland municipal corporation. The Sole Member shall elect all of the

members of the Board of Trustees of the Corporation and shall in addition be entitled to exercise such powers and authority as may be granted or reserved to it by the By-laws of the Corporation.

SEVENTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees. The number of Trustees of the Corporation shall be as provided by the By-laws of the Corporation but shall not at any time be less than three (3) nor more than twenty-five (25). The following persons shall serve as Trustees until the first meeting of the Board of Trustees and until their successors are duly elected and qualify: Hilbert H. Dawkins, Jr., James A. Hammond and James S. Maffitt.

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

NINTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not

inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

TENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this article TENTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code, 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 Code but

only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

ELEVENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.

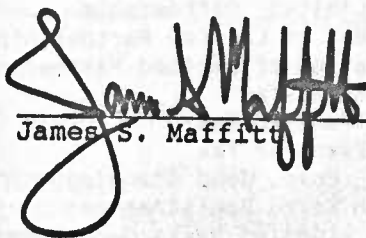
(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

TWELFTH: No Trustee 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 trustee 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 trustee or officer is entered in a proceeding based on a finding in the proceeding that such trustee'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.

THIRTEENTH: The Corporation shall indemnify 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 have signed these Articles of Incorporation this 6th day of October, 1992, and I acknowledge same to be my act.


James S. Maffitt

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

MAIL TO ADDRESS: Miles + Stockbridge
101 Bay Street
Easton, MD
21601

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pom

LIBER 35 PAGE 100

3455 1104

ARTICLES OF INCORPORATION
OF
THE AVALON THEATRE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 9, 1992 AT 8:48 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:

\$

D3517844

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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
JAMES J. MAFFITT
101 BAY ST.
EASTON

MD 21601

074C3060892

A 404026



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 101

3455 1095

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10/1/92 at 8:46a.m.

1992 OCT - 1 'A 8 46

ST. MICHAELS YACHT BROKERAGE, LTD.

Articles of Voluntary Dissolution

ST. MICHAELS YACHT BROKERAGE, LTD., a Maryland corporation, having its principal office in St. Michaels, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: That 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 203 Carpenter Street, P.O. Box 33, St. Michaels, Maryland 21663.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is: T. Coleman duPont, 6868 Travelers Rest Road, Easton, Maryland 21601.

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

T. Coleman duPont
6868 Travelers Rest Road
Easton, Maryland 21601

Brian J. Reilly
8111 Church Neck Road
St. Michaels, Maryland 21663

Linda B. Seemans
7902 Quaker Neck Road
Bozman, Maryland 21612

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

T. Coleman duPont, President
6868 Travelers Rest Road
Easton, Maryland 21601

Brian J. Reilly, Vice President
8111 Church Neck Road
St. Michaels, Maryland 21663

Harry Seemans, Vice President
7902 Quaker Neck Road
Bozman, Maryland 21612

Linda B. Seemans, Secretary
7902 Quaker Neck Road
Bozman, Maryland 21612

Susan T. duPont, Treasurer
6868 Travelers Rest Road
Easton, Maryland 21601

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 and all Stockholders of the Corporation, deemed advisable and approved.

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, ST. MICHAELS YACHT BROKERAGE, LTD. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of April, 1992, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of ST. MICHAELS YACHT BROKERAGE, LTD. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ST. MICHAELS YACHT BROKERAGE, LTD.

Linda B. Seemans, Secretary
Linda B. Seemans, Secretary

T. Coleman duPont, President
T. Coleman duPont, President

wcp\smyb.ads



STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

ARNOLD G. HOLZ, CPA,
DIRECTOR

Dear Sir/Madam:

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

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

ST. MICHAELS YACHT BROKERAGE, LTD

have been paid.

WITNESS my hand and official seal this

17TH day of SEPTEMBER A.D. 19 92.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

COT/GAD-409

LIBER

35 PAGE 104

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

3455 1162

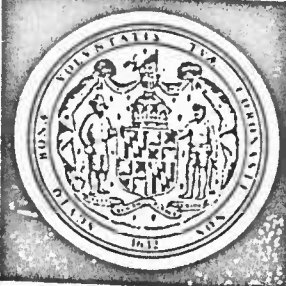
AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room S09
301 West Preston Street
Baltimore, Maryland 21201

P-5

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 70
D2295269 _____ 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	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	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: _____
Willard C. Parker, II, Esq.
Wheeler, Thompson, Parker & Counts
129 N. Washington St.
P.O. Box 1209
Easton, Md 21601

TOTAL FEES 50

Check _____ Cash

Documents on _____ checks

APPROVED BY: HW

LIBER 35 PAGE 105

3455 1163

NOTE:

THE ARTICLES OF DISSOLUTION
OF
ST. MICHAELS YACHT BROKERAGE, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 1, 1992 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

\$ 30.00

D2295269

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WHEELER, THOMPSON, PARKER & COUNTS
ATTN: WILLARD C. PARKER, II, ESQ.
129 N. WASHINGTON ST.
P.O. BOX 1209
EATON MD 21601

074C3060907

A 404039



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER 35 AND TAXATION OF MARYLAND IN LIBER, FOLIO 3455 1159
PAGE 106

March 30, 1993

Counts, P.O. Box 1209, Easton, Md. 21601,

Returned to: Wheeler, Thompson, Parker &

NOTICE OF CHANGE OF RESIDENT AGENT OF
FOGG COVE HOMEOWNER'S ASSOCIATION, INC.

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

RECEIVED
'92 OCT 15 AM 8
STATE DEPT. OF
ASSESSMENTS & TAXATION

I, Richard L. Keller, Secretary of Fogg Cove
Homeowner's Association, a Maryland corporation ("Corporation")
certify that at a meeting of the Board of Directors of the
Corporation held on the 10th day of October
1992, the following resolutions were unanimously adopted:

RESOLVED: That the resident agent of the Fogg Cove
Homeowner's Association, Inc. in the State of Maryland be and
he is hereby changed from Thomas A. Doud, Jr., whose post
office address is 1200 Garrett Building, 233 East Redwood
Street, Baltimore, Maryland, 21202, to Willard C. Parker, II,
whose post office address is 129 N. Washington Street, Easton,
Maryland, 21601, and who is a resident of the State of
Maryland.

RESOLVED: That the Secretary of the Corporation file a
certified copy of these resolutions with the State Department
of Assessments and Taxation of the State 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 ten dollars (\$10.00) to cover the
costs of filing and recording this notice.

2289809

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-15-92 at 8:38

R.L. Keller (SEAL)
Secretary, Fogg Cove Homeowner's
Association, Inc.

3456 1146

ACTION OF DIRECTORS BY UNANIMOUS WRITTEN CONSENT

The undersigned, being all the Directors of Fogg Cove Homeowner's Association, a Maryland corporation ("Corporation"), hereby consent to the adoption of the following resolutions pursuant to §2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, and direct that the same be filed with the records of the Corporation:

RESOLVED: That the resident agent of the Fogg Cove Homeowner's Association, Inc. in the State of Maryland be and he is hereby changed from Thomas A. Doud, Jr., whose post office address is 1200 Garrett Building, 233 East Redwood Street, Baltimore, Maryland, 21202, to Willard C. Parker, II, whose post office address is 129 N. Washington Street, Easton, Maryland, 21601, and who is a resident of the State of Maryland.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

WITNESS the signatures of the undersigned as of this 10th day of October, 1992.

John R. Wesman

David W. Baccaro

Robert J. Jeffers

John L. Jeffers

Robert Stuart Wood

John B. March

Catherine Mulligan

Thomas E. Stille

David H. [Signature]

3456 1147

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 8119
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 20
D1621218 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 _____
66	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
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: Whaley
Thompson Park Court
129 N. Washington St
PO Box 1205
Easton, MD 21601

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

3456 1148

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
FOGG COVE HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 15, 1992 AT 8:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D1621218

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WHEELER, THOMPSON PARKER & COUNTS
129 N. WASHINGTON ST.
P.O. BOX 1209
EASTON MD 21601

076C3061265

A 404357



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3456 1145

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 110

Returned to: Miles & Stockbridge, 101 Bay St. Easton, Md. 21601, March 30, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-19-92 at 8:23 a.m.

CERTIFICATE OF LIMITED PARTNERSHIP
OF

CHINQUAPIN PT. LIMITED PARTNERSHIP

The undersigned, desiring that Chinquapin Pt. Limited Partnership (the "Partnership") be formed as a limited partnership pursuant to the Revised Uniform Limited Partnership Act of the State of Maryland, does hereby acknowledge and certify:

1. The name of the Partnership is: Chinquapin Pt. Limited Partnership.

2. The address of the principal office of the Partnership is: 5952 Trippe Creek Drive, Easton, Maryland 21601 (Attention: Ann A. Baker). The name and address of the resident agent of the Partnership is: Charles T. Capute, Miles & Stockbridge, 101 Bay Street, Easton, Maryland 21601.

3. The name and business address of the General Partner of the Partnership is:

Ann A. Baker
5952 Trippe Creek Drive
Easton, Maryland 21601

4. The latest date upon which the Partnership shall be dissolved is: December 31, 2042.

IN WITNESS WHEREOF, the General Partner acknowledges that this Certificate of Limited Partnership is her act, and further acknowledges under penalty of perjury, to the best of her knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that she has executed this Certificate of Limited Partnership as of the 27th day of August, 1992.

WITNESS:

Lloyd E Hawk

GENERAL PARTNER:

Ann A. Baker
ANN A. BAKER

RECEIVED
OCT 19 1992
STATE DEPT. OF ASSESSMENTS & TAXATION

1992-OCT-19 8:33 AM

2457 0274

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 05 BUSINESS CODE _____ COUNTY 70

_____ 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	<u>50</u>	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property 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: Katherine L. Inampton

MAIL TO ADDRESS: Miles & Stockbridge
101 Bay Street
Easton, Md. 21601

TOTAL FEES \$ 50.00

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: DUB

LIBER 35 PAGE 112

3457 0275

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHINQUAPIN PT. LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 19, 1992 AT 8:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3521606

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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: KATHERINE L. FRAMPTON
101 BAY STREET
EASTON MD 21601

079C3061476

A 404395



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3457 0273
LIBER 35 PAGE 113

Returned to: Carriou-Cab-Company, 1106 A. Harrison Ave., St. Michaels, Md. 21663, March 30, 1993

CARIBOU CAB COMPANY
3800 BAKER SCHOOLHOUSE ROAD
LINEBORO, MD 21088
(410) 239-8196

RESOLUTION

On OCTOBER 15, 1992 a meeting was held for the purpose of changing the address of the Resident Agent and the principal place of business:

BE IT HEREBY RESOLVED that effective on October 15, 1992, that the address of the Resident Agent and the principal place of business shall be:

1106 A Harrison Avenue
St. Michaels, Maryland 21663

AND THAT THE MAILING ADDRESS SHALL BE:

PO BOX 2337
Easton, MD 21601

22908048

ADOPTED this 15th day of October, 1992

David Caruthers
David Caruthers, President

MD Corp ID # D3426698
Fed TIN # 52-1777347

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-16-92 at 8:40 *ll* .M.

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
'92 OCT 16 AM 8 40

2457 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 20
D3426608 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Caribow Cab Company</u>
87	_____	_____ Limited Part. Good Standing	<u>1106-A Harrison Ave</u>
71	_____	Financial	<u>St. Michaels, Md 21663</u>
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

NOTE: _____

APPROVED BY: RMC

LIBER 35 PAGE 115

3457 1754

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
CARIBOU CAB COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND : OCTOBER 16, 1992 AT 8:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D3426608

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CARIOU CAB COMPANY
1106-A HARRISON AVE.
ST. MICHAELS

MD 21663

081C3061648

A 404720



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3457 1752

LIBER

35 PAGE 116

Returned to: Caruthers Publishin, Inc. 1106 Harrison Ave, St. Michaels, Md. 21663, March 30, 1993

CARUTHERS PUBLISHING, INC.
3800 BAKER SCHOOLHOUSE ROAD
LINEBORO, MD 21088
(410) 239-8196

RESOLUTION

On OCTOBER 15, 1992 a meeting was held for the purpose of changing the address of the Resident Agent and the principal place of business:

BE IT HEREBY RESOLVED that effective on October 15, 1992, that the address of the Resident Agent and the principal place of business shall be:

1106 A Harrison Avenue
St. Michaels, Maryland 21663

AND THAT THE MAILING ADDRESS SHALL BE:

PO BOX 2337
Easton, MD 21601

22908049

ADOPTED this 15th day of October, 1992

David Caruthers
David Caruthers, President

MD Sales Tax # 04571214
MD Corp ID # D2545143
Fed TIN # 52-1569382

RECEIVED
92 OCT 16 AM 8 40
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10/16/92 at 8:40 A. m.

LIBER

35 PAGE 117

3457 1826

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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
D2545743 _____ 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:

Caruthers Publishing Co
1106 A Harrison Avenue
St Michaels, Md 21663

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

LIBER

35 PAGE 118

3457 1827

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
CARUTHERS PUBLISHING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 16, 1992 AT 8:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2545143

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CARUTHERS PUBLISCHIN, INC.
1106-A HARRISON AVE.
ST. MICHAELS MD 21663

081C3061678

A 404731



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3457 1825

AND TAXATION OF MARYLAND IN LIBER, FOLIO.
LIBER 35 PAGE 119

Returned to: Miles & Stockbridge, 10 Light Street, Baltimore, Md. 21202, March 30, 1993

ardkbbef01.art/dkbb
12-16-91:jlkl

RECEIVED
'92 OCT 21 PM 12 47

STATE DEPARTMENT OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

ARTICLES OF INCORPORATION at 10/21/92 12:47 p.m.

OF

BRIGHTER CHRISTMAS FUND, INC.

I, Charles T. Capute, whose post office address is 101 Bay Street, Easton, Maryland 21601, being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

1. The name of the corporation is the Brighter Christmas Fund, Inc. (the "Organization").

2. The Organization is organized exclusively for the religious, charitable, and educational purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the Internal Revenue Code of 1986, as amended, together with any future federal tax code are hereinafter collectively referred to as the "Code"). These purposes are more specifically defined as follows:

(a) To provide assistance and support to people in need in the State of Maryland during the Christmas season;

(b) To receive and accept money and property, whether real, personal, or mixed by way of gift, bequest, or devise from any person, firm, trust or corporation to be held, administered, and disposed of solely by distribution to or for the benefit of people in need. No gift, bequest, or devise shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income therefrom or its principal to

any person or organization other than the Organization, or as shall in the opinion of the Board of Directors of the Organization jeopardize the federal income tax exemption of the Organization pursuant to section 501(c)(3) of the Code;

(c) To engage in any other lawful activity consistent with and as limited by the Organization's Code section 501(c)(3) purposes; and

(d) To have and to exercise to the extent necessary or desirable for the accomplishment of the aforesaid purposes, and to the extent that they are not inconsistent with such purposes, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

3. Members. The Sole Member of the Organization shall be Larry E. Effingham. The Sole Member shall have the right to vote on all matters on which members of a nonstock corporation are entitled to vote under the general laws of the State of Maryland, and in addition shall be entitled to exercise such powers and authority as may be granted or reserved to it by these Articles of Incorporation or by the By-Laws of the Organization.

4. Directors. The business and affairs of the Organization shall be managed under the direction of its Board of Directors. The number of Directors shall be two, until changed as provided by the By-Laws of the Organization. The following persons shall serve as Directors until the first annual meeting of the members of the Organization, and until their successors are elected and qualify:

Larry E. Effingham and Wade Fuller. The Directors shall be elected by the Sole Member.

5. Principal Office and Resident Agent. The address of the principal office of the Organization is c/o Larry E. Effingham, Chesapeake Publishing Company, 1 Airpark Drive, Easton Maryland 21601. The name and address of the resident agent of the Organization are Larry E. Effingham, Chesapeake Publishing Company, 1 Airpark Drive, Easton Maryland 21601.

6. Nonstock Corporation. The Organization is not authorized to issue capital stock.

7. Terms, Provisions, and Limitations. The powers of the Organization shall be subject to the following terms, provisions, and limitations:

(a) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, any member, director, or officer of the Organization, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Organization, and no member, director, or officer of the Organization, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization.

(b) Except as provided and permitted under sections 501(h) and 4911 of the Code, no substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the

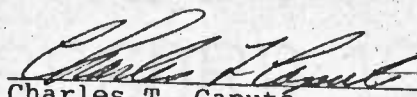
publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

(d) Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, transfer all of the assets of the Organization to such organization or organizations having a similar or analogous character or purpose, which at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Organization is then located, exclusively for such purposes and only to such organizations as shall at the time qualify under the provisions of section 501(c)(3) of the Code.

(e) The Organization shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act
this 3/1 day of March, 1992.


Charles T. Capute

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>045</u>
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: <u>Mike DeLauter</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 125

3457 2230

NOTE:

ARTICLES OF INCORPORATION
OF
BRIGHTER CHRISTMAS FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 21, 1992 AT 12:47 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3523081

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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: MIKE DELANTU
10 LIGHT STREET
BALTIMORE

MD 21202

082C3061771

A 404845



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3457 2224
LIBER 35 PAGE 126

Returned to: Miles & Stockbridge, 101 Bay Street, Easton, Md. 21601, March 30, 1993

MILES & STOCKBRIDGE

ID:4108225450

OCT 19'92

9:18 No.001 P.02

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF LIMITED PARTNERSHIP OF
SALISBURY CARWASH LIMITED PARTNERSHIP

10/19/92 9:18

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made this 16th day of October, 1992, by and between the undersigned parties.

The undersigned parties, constituting all of the general partners of SALISBURY CARWASH LIMITED PARTNERSHIP (the "Partnership"), for the purpose of forming the Partnership as a limited partnership under the laws of the State of Maryland, hereby certify to the State Department of Assessments and Taxation of Maryland that:

1. Partnership Name. The name of the Partnership is "Salisbury Carwash Limited Partnership."

2. Principal Office and Resident Agent. The address of the principal office of the Partnership shall be 501 Dutchman's Lane, Easton, Maryland 21601. The name and address of the resident agent in this State are William David Hill, 501 Dutchman's Lane, Easton, Maryland 21601.

3. Names and Addresses of General Partners. The name and the business and mailing address of each general partner are as follows:

William David Hill
501 Dutchman's Lane
Easton, Maryland 21601

Deborah Lee Hill
6371 Canterbury Drive
Easton, Maryland 21601

4. Term. The Partnership shall have a term beginning on the date this Certificate is filed and received for record by

c:\DOCS1\HILL\SALP.CLP

22958110

7457 2366

the State Department of Assessments and Taxation of Maryland and shall continue in full force and effect until December 31, 2042, the latest date upon which the Partnership is to dissolve, unless sooner dissolved pursuant to the terms of the limited partnership agreement between the partners, as it may be amended from time to time.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed this 16th day of October, 1992.

WITNESS:

GENERAL PARTNERS:

ALL St

William David Hill (SEAL)
William David Hill

ALL St

Deborah Lee Hill (SEAL)
Deborah Lee Hill

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room S09
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 051 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	<u>30</u>	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Miles + Stockbridge</u>
87	_____	Limited Part. Good Standing	<u>Ronald Lee</u>
71	_____	Financial	<u>101 Bay St</u>
600	_____	Property Reports and _____ Personal	<u>Easton Md 21601</u>
	_____	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 VISA

_____ Check _____ Cash NOTE: FAX
_____ Documents on _____ checks

APPROVED BY: Pam LIBER 35 PAGE 129 3457 2368

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SALISBURY CARWASH LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 19, 1992 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3523339

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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: RONALD LEE
101 BAY STREET
EASTON

MD 21601

082C3061796

A 404869



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3457 2365
LIBER 35 PAGE 130

Returned to: Edward Spear, 28292 Brick Row Rd. Oxford, Md. 21655, March 30, 1993

RECEIVED

ARTICLES OF INCORPORATION
SPEAR ENTERPRISES, INC.
A MARYLAND CLOSE CORPORATION

10/26/92 9:41

THIS IS TO CERTIFY:

FIRST: That, the subscriber, Edward M. Spear, whose post office address is 28292 Brick Row Road, Oxford, Maryland 21655, being of full legal age and being a citizen and resident of the State of Maryland, does under and by virtue of the Public 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 the corporation (which is hereinafter called Corporation) is:

SPEAR ENTERPRISES, INC.

THIRD: That 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 own and operate a retail sporting goods and equipment business, both on its own account and as agent for other persons or corporations, to buy, sell, lease and exchange real and personal property which may be necessary in the furtherance of the said retail business, and generally to perform any and all acts or things necessary, proper or convenient for, or incidental to, the furtherance of the corporate powers or purpose herein mentioned.

B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct,

HARRINGTON & MERRYWEATHER
202 HIGH STREET
CAMBRIDGE, MD 21613

LIBER 35 PAGE 131

1
23008648 23008648
3458 1191

perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encounter, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

C. To hire and employ agents, servants, and employees,

HARRINGTON & MERRYWEATHER
202 HIGH STREET
CAMBRIDGE, MD 21613

LIBER 35 PAGE 132

3458 1162

and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

D. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

E. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

F. To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated directly or indirectly, to improve the interests of this Corporation, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporation, and in any part of the world.

G. To undertake, guarantee, assume and pay the indebtedness and liabilities of others, whether related in ownership and interest or otherwise.

H. And generally to do, perform, conduct, carry on and

accomplish any and all matters, and every other act or thing not inconsistent with law, which may be necessary or expedient or at all appropriate to promote and attain the objects and purposes for which the Corporation was formed, and the enumeration of the specific matters hereinbefore set forth is made in furtherance and not in limitation of the powers conferred on the Corporation by law, but the Corporation shall be entitled to any and all other rights, powers and privileges under the General Corporation laws of the State of Maryland to promote and attain the objects and purposes for which it was formed.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be is 6184 Ocean Gateway, Trappe, Maryland 21673. The Resident Agent of the Corporation is Edward M. Spear whose post office address is 28292 Brick Row Road, Oxford, Maryland 21654. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be three (3), which 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 M. Spear, Kimberly A. Spear and Duane Dieter.

SIXTH: The total amount of the authorized capital stock of the Corporation is 10,000 shares of common stock, without par value.

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

A. The Board of Directors may, from time to time, and at any time before the issuance of such shares, classify or reclassify any unissued shares by fixing or altering in any one or more aspects 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.

B. No contracts or transactions of any nature between this Corporation and any individual, firm or other corporation, shall be void or voidable solely by reason of the fact that any director or directors of this Corporation authorizing such contracts or other transactions has a conflicting interest therein, directly or indirectly, whether as an actual party thereto, or as an officer, director or stockholder of such other corporation, or of any nature whatsoever, provided such interest shall be disclosed to the Board of Directors of this Corporation before such contract or other transaction is authorized. No director's vote and authorization of such contract or other transaction shall be invalid in any way, whether for the purposes of determining a quorum or for authorization in the particular action, by reason of such conflicting interest.

C. The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class or to holders of stock of another class or classes, and shall have authority to exercise,

without a vote of the stockholders, all powers of the Corporation whether conferred by law or by these articles, and shall have the power to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The above granted powers to the Corporation and the Board of Directors are in furtherance, and not in limitations, of the general powers conferred by law upon the Corporation and its Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 23rd day of October, in the year nineteen hundred and ninety-two (1992).

TEST: Richard D. Harrington Edward M. Spear (SEAL)
EDWARD M. SPEAR

STATE OF MARYLAND, Dorchester COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 23rd day of October, in the year nineteen hundred and ninety-two (1992), before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared EDWARD M. SPEAR, the within named incorporator, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein contained.

Witness my hand and notarial seal.

Richard D. Harrington
Notary Public

My Commission Expires: 10/4/96

LIBER 35 PAGE 136⁶

7458 1166

HARRINGTON & MERRYWEATHER
202 HIGH STREET
CAMBRIDGE, MD 21613

SPEAR.ART
V:jhr

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0278 BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>39</u>	Expedited Fee
20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local, Transfer Tax
31	<u>6</u>	<u>1</u> Corp. Good Standing <u>185775</u>
NA	_____	Foreign Corp. Registration <u>185</u>
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

Change of Name
Change of Principal Office
Change of 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 Spear
28292 Bruck Road
Oxford Md 21655

TOTAL FEES 105

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
SPEAR ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 26, 1992 AT 9:41 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3525565

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
EDWARD SPEAR
28292 BRICK ROW RD.
OXFORD

MD 21655

085C3062133

A 405134



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3458 1160

LIBER

35 PAGE 138

Returned to: Peter Landin, 32 S. Washington St., Easton, Md. 21601, March 30, 1993

10-26-92

230p

ADVANTAGE ORTHOPAEDICS, PETER D. LANDIN, M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Peter D. Landin, M.D., whose address is 32 S. Washington Street, Easton, MD 21601, 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 ADVANTAGE ORTHOPAEDICS, PETER D. LANDIN, M.D., P.A.

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

(1) To engage in the practice of orthopaedic surgery and provide orthopaedic services to the general public; 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 32 S. Washington Street, Easton, MD 21601. The name and post office address of the Resident Agent of the Corporation in this State are Peter D. Landin, M.D., 32 S. Washington Street, Easton, MD 21601. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be 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 not stock outstanding, the number of directors may be less than three but not less than one; and

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

The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Peter D. Landin, M.D., Elaine S. Landin, and Thomas Yoviene.

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:

23018215458 1200

(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 25th day of October, 1992, and I
acknowledge the same to be my act.

Peter D. Landin, M.D.
Peter D. Landin, M.D.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 021 BUSINESS CODE 06 COUNTY 70

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of 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: _____

Pevee Lardin
32 S. Washington St
Easton MD 21601

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 142

3458 1203

ARTICLES OF INCORPORATION
OF
ADVANTAGE ORTHOPAEDICS, PETER D. LANDIN, M.D.,
P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 26, 1992 AT 2:30 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3525656

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INCORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PETER LANDIN
32 S. WASHINGTON ST.
EASTON

MD 21601

085C3062142

A 405142



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

35 PAGE 143 TAXATION OF MARYLAND IN LIBER, FOLIO 2458 1199

Returned to: Robert A. Thornton, Jr. 118 Market St., Denton, Md. 21629, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/23/92 at 8:56

RECEIVED
DEC 23 AM 8 56

FLEETWOOD APPRAISAL SERVICE, 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, Dottie F. Williams, whose post office address is 32893 Reeses Landing Road, Cordova, Maryland 21625, 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 FLEETWOOD APPRAISAL SERVICE, INC..

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

(1) To engage in the business of performing and rendering real estate appraisals and related services for governmental bodies, agencies, commissions or departments, individuals, partnerships, corporations, and any other type of entity; and among other things, to examine the titles in or to real property and to make searches of the public records and files and transcripts therefrom affecting such property and to make, issue, and sell certificates relative thereto; 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 post office address of the principal office of the Corporation in this State is 32893 Reeses Landing Road, Cordova, Maryland 21625. The name and post office address of the Resident Agent of the Corporation in this State is Dottie F. Williams, 32893 Reeses Landing Road, Cordova, Maryland 21625. 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

LIBER 35¹ PAGE 144

235884172 1594

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

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final 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 21 day of December, 1992, and I acknowledge the same to be my act.

Dottie F. Williams
Dottie F. Williams

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	_____ Certified Copy _____	_____ Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____ Designation of Resident Agent
53	_____	Foreign Resolution	_____ and Resident Agent's Address
73	_____	Certificate of Conveyance	_____ Other Change _____

76 _____ Certificate of Merger/Transfer

75 _____ Special Fee

80 _____ For. Limited Partnership

83 _____ Cert. Limited Partnership

84 _____ Amendment to Limited Partnership

85 _____ Termination of Limited Partnership

21 _____ Recordation Tax

22 _____ State Transfer Tax

23 _____ Local Transfer Tax

31 _____ Corp. Good Standing

NA _____ Foreign Corp. Registration

87 _____ Limited Part. Good Standing

71 _____ Financial

600 _____ Personal

Property Reports and _____

late filing penalties _____

Change of P.O., R.A. or R.A.A. _____

91 _____ Amend/Cancellation, For. Limited Part.

99 _____ Art. of Organization (LLC)

98 _____ LLC Amend, Diss, Continuation

97 _____ LLC Cancellation

96 _____ Reg. Foreign LLC

94 _____ Foreign LLC Supplemental

92 _____ LLC Good Standing (short)

Other _____

TOTAL FEES _____

40 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
FLEETWOOD APPRAISAL SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 23, 1992 AT 8:56 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:

\$

D3557741

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 A. THORNTON, JR., ESQ.
118 MARKET STREET
DENTON MD 21629

126C3062241

A 409832



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 147

2472 1583

12-29-1992 08:25AM

FROM 410 822 4787

TO 14103337097

P.02

December 28, 1992¹

ARTICLES OF INCORPORATION OF

CRW, INC.

THIS IS TO CERTIFY:

FIRST: That I, C. PAUL COX, III, whose post office address is 407 Brookletts Avenue, P.O. Box 759, Easton, Maryland 21601, 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 called the "Corporation") is:

CRW, INC.

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

(1) To buy, sell, own and otherwise trade in real estate and securities.

(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 located at 407 Brookletts Avenue, P.O. Box 759, Easton, Maryland 21601. The name and the address of the Resident Agent of the Corporation in this State are C. Paul Cox, III, 407 Brookletts Avenue, P.O. Box 759, Easton, Maryland 21601. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

LIBER

35 PAGE 148

23658236

7472 1918

Returned to: James Griswald, P.O. Box 767, St. Michaels, Md. 21663, June 18, 1993

FIFTH: The number of directors of the corporation shall be seven (7), which number may be increased, or decreased pursuant to the Bylaws of the Corporation. So long as there are less than three (3) stockholders the number of Directors may be less than three (3), but not less than the number of stockholders. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are C. Paul Cox, II, David Cox, C. Paul Cox, III, John Cox, Elizabeth Cox, Rolfe Robertson, III and Alan G. Weaver.

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, all of which are one class.

SEVENTH: 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, 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 the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of this Corporation.

12-29-1992 08:26AM

FROM 410 822 4787

TO 14103337097

P.04

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at such time or times, and in such amounts as it shall deem advisable, of shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: No contract or other transaction between the Corporation and any other person, corporation or firm, and no act of the Corporation shall in any way be ineffective or invalidated by the fact that any director or officer of the Corporation is pecuniarily interested in such contract or transaction, or is the director, officer, or member of such other corporation or firm; provided the fact that such interest, office or membership exists shall be disclosed or shall have been made known to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a director who is so interested, or holds such an office or membership, may be counted in determining the existence of a quorum at the meeting of the Board of Directors, and may vote thereat authorizing any such contract or transaction.

12-29-1992 08:26AM

FROM 410 822 4787

TO 14103337097

P.05

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

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

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

12-29-1992 08:27AM

FROM 410 822 4787

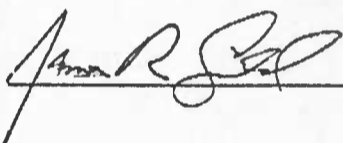
TO 14103337097

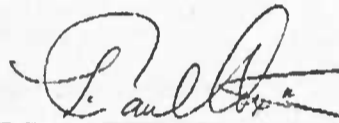
P.06

affirmative vote, at a duly constituted meeting of a majority or 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 December, 1992, and I acknowledge the same to be my act.

WITNESS:




_____ (SEAL)
C. Paul Cox, III

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>James Griswald</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>PO Box 767</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>St Michaels, Md</u>
99	_____	Art. of Organization (LLC)	<u>21663</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 70
Mastercard _____ Check _____ Cash _____
_____ Documents on _____ checks

APPROVED BY: [Signature] LIBER 35 PAGE 153

ARTICLES OF INCORPORATION
OF
CRW, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 29, 1992 AT 8:25 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:

\$

D3558020

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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 GRISHALD
P.O. BOX 767
ST. MICHAELS

MD 21663

127C3062303

A 409894



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER 35 AND TAXATION OF MARYLAND IN LIBER. FOLIO. PAGE 154

3472 1917

12-29-1992 08:29AM

FROM 410 822 4787

TO 14103337097

P.02

5
December 28, 1992

ARTICLES OF INCORPORATION OF

ROBERTSON, WEAVER & ASSOCIATES, INC.

THIS IS TO CERTIFY:

90
FIRST: That I, C. PAUL COX, III, whose post office address is 407 Brookletts Avenue, P.O. Box 759, Easton, Maryland 21601, 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 called the "Corporation") is:

ROBERTSON, WEAVER & ASSOCIATES, INC.

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

- (1) To provide general consulting services to business in the petroleum and related industries.
- (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 located at 407 Brookletts Avenue, P.O. Box 759, Easton, Maryland 21601. The name and the address of the Resident Agent of the Corporation in this State are C. Paul Cox, III, 407 Brookletts Avenue, P.O. Box 759, Easton, Maryland 21601. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland. ✓

Returned to: James Griswald, P.O. Box 767, St. Michaels, Md. 21663, June 18, 1993

LIBER

35 PAGE 155

23658237

3472 1925

12-29-1992 08:29AM

FROM 410 822 4787

TO 14103337097

P.03

FIFTH: The number of directors of the corporation shall be seven (7), which number may be increased, or decreased pursuant to the Bylaws of the Corporation. So long as there are less than three (3) stockholders the number of Directors may be less than three (3), but not less than the number of stockholders. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are C. Paul Cox, II, David Cox, C. Paul Cox, III, John Cox, Elizabeth Cox, Rolfe Robertson, III and Alan G. Weaver.

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, all of which are one class.

SEVENTH: 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, 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 the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of this Corporation.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at such time or times, and in such amounts as it shall deem advisable, of shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: No contract or other transaction between the Corporation and any other person, corporation or firm, and no act of the Corporation shall in any way be ineffective or invalidated by the fact that any director or officer of the Corporation is pecuniarily interested in such contract or transaction, or is the director, officer, or member of such other corporation or firm; provided the fact that such interest, office or membership exists shall be disclosed or shall have been made known to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a director who is so interested, or holds such an office or membership, may be counted in determining the existence of a quorum at the meeting of the Board of Directors, and may vote thereat authorizing any such contract or transaction.

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

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

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

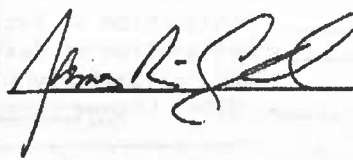

STATE OF MARYLAND
WILLIAM DOUGLAS SCHLESINGER
JAMES R. GILL
C. PAUL COX, III

12-29-1992 08:31AM FROM 410 822 4787 TO 14103337097 P.06

affirmative vote, at a duly constituted meeting of a majority or 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 December, 1992, and I acknowledge the same to be my act.

WITNESS:

  (SEAL)
C. Paul Cox, III

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	<u>James Griswald</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>PO Box 767</u>
99	_____	Art. of Organization (LLC)	<u>St Michaels, Md</u>
98	_____	LLC Amend, Diss, Continuation	<u>21663</u>
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 70
MasterCard Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature] LIBER 35 PAGE 160

ARTICLES OF INCORPORATION
OF
ROBERTSON, HEAVER & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 29, 1992 AT 8:29 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:

\$

D3558038

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 GRISWALD
P.O. BOX 767
ST. MICHAELS

MD 21663

127C3062304

A 409895



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER 35 PAGE 161 AND DEPOSITION OF MARYLAND IN LIBER, FOLIO.

3472 1924

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-24-92 at 8:14 a.m.

ARTICLES OF ORGANIZATION

OF

ELLIOTT WILSON CAPITOL TRUCKS LLC

RECEIVED

'92 DEC 24 8 14 AM

FIRST: I, James S. Maffitt, whose post office address is 101 Bay Street, Easton, Maryland 21202, being at least 18 years of age, being authorized so to do by all of the initial members, hereby form a limited liability company (the "LLC") pursuant to Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the LLC is "Elliott Wilson Capitol Trucks LLC."

THIRD: The LLC shall have a term beginning on the date these Articles of Organization are filed and received for record by the State Department of Assessments and Taxation of Maryland and shall continue in full force and effect until December 31, 2042, the latest date upon which the LLC is to dissolve, unless sooner dissolved pursuant to the terms of the Operating Agreement between the members, as it may be amended from time to time.

FOURTH: The purposes for which the LLC is formed are to acquire, own, manage and operate a truck sales and service business and to engage in any other lawful business. The LLC shall also have all the general powers granted by law to Maryland limited liability companies and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FIFTH: The address of the principal office of the LLC is 327 North Aurora Street, Easton, Maryland 21601. The name and

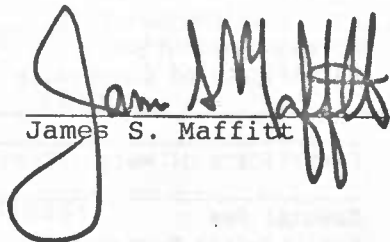
Returned to: James S. Maffitt, 101 Bay St., Easton, Md. 21601, June 18, 1993

address of the resident agent of the LLC are James S. Maffitt, 101 Bay Street, Easton, Maryland 21601.

SIXTH: The LLC has and shall continue to have at least two (2) members during the term of its existence.

SEVENTH: The authority of the members of the LLC to act for the LLC solely by virtue of their being members is limited.

I acknowledge these Articles of Organization to be my act, duly authorized by all of the initial members of the LLC, this 23rd day of December, 1992.


James S. Maffitt

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 400 BUSINESS CODE _____ COUNTY 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee (New Name) _____
- 20 _____ Organ. & Capitalization _____
- 61 _____ Rec. Fee (Arts. of Inc.) _____
- 62 _____ Rec. Fee (Amendment) _____
- 63 _____ Rec. Fee (Merger, Consol.) _____
- 64 _____ Rec. Fee (Transfer) _____
- 65 _____ Rec. Fee (Dissolution) _____ Change of Name
- 66 _____ Rec. Fee (Revival) _____ Change of Principal Office
- 52 _____ Foreign Qualification _____ Change of Resident Agent
- 50 _____ Cert. of Qual. or Reg. _____ Change of Resident Agent
- 51 _____ Foreign Name Registration _____ Address
- 13 _____ Certified Copy _____ Resignation of Resident Agent
- 56 _____ Penalty _____ Designation of Resident Agent
- 54 _____ For. Supplemental Cert. _____ and Resident Agent's Address
- 53 _____ Foreign Resolution _____ Other Change _____
- 73 _____ Certificate of Conveyance _____

76 _____ Certificate of Merger/Transfer

- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal

- Property Reports and _____
- late filing penalties _____
- 70 _____ Change of P.O., R.A. or R.A.A. _____
- 91 _____ Amend/Cancellation, For. Limited Part. _____
- 99 50 _____ Art. of Organization (LLC) _____
- 98 _____ LLC Amend, Diss, Continuation _____
- 97 _____ LLC Cancellation _____
- 96 _____ Reg. Foreign LLC _____
- 94 _____ Foreign LLC Supplemental _____
- 92 _____ LLC Good Standing (short) _____
- Other _____

CODE _____

ATTENTION: James S. Maffitt

MAIL TO ADDRESS:
Miles & Stockbridge
101 Bay Street
Easton, Md. 21601

TOTAL FEES _____ 50 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

ARTICLES OF ORGANIZATION
OF
ELLIOTT WILSON CAPITOL TRUCKS LLC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1992 AT 8:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

W3559457

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 S. MAFFITT
101 BAY STREET
EASTON

MD 21601

128C3062482

A 410053



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3473-0376

LIBER 35 PAGE 165

12-21-1992 03:19PM

FROM 410 822 4787

TO 14103337097

P.02

CM

LIVINGSTON SEPTIC SERVICE, INC.

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

12/21/92 319P

THIS IS TO CERTIFY:

FIRST: That I, CHARLES T. LIVINGSTON, whose address is 7461 Solitude Road, St. Michaels, Maryland 21663, 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 called the "Corporation") is:

LIVINGSTON SEPTIC SERVICE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

(1) To provide septic tank cleaning services and to engage in any other related businesses.

(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 7461 Solitude Road, St. Michaels, Talbot County, Maryland 21663. The name and the address of the Resident Agent of the Corporation in this State are Charles T. Livingston, 7461 Solitude Road, St.

✓ POTRMA

LIBER 35 PAGE 166

than a present or former director or officer, the Corporation

2473 0424
23588339

Returned to: James Griswald, P.O. Box 767, St. Michaels, Md. 21663, June 18, 1993

...resident Agent
is a citizen of the State of Maryland and actually resides in
Maryland.

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 Charles T. Livingston.

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

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

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

2

BYRON WESTON
XEROGRAPHIC
LINES RECORD-1993

12-21-1992 03:20PM FROM 410 822 4787

TO 14103337097

P.03

defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority or 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 18th day of December, 1992, and I acknowledge the same to be my act.

WITNESS:

Mary Lou Howard

Charles T. Livingston (SEAL)
Charles T. Livingston

3

LIBER 35 PAGE 169

3473 0427

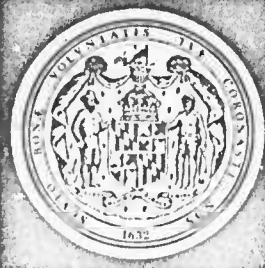
Michaels, Talbot County, Maryland 21662

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	<u>James Griswald</u>
		late filing penalties	<u>PO Box 767</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>St Michaels, Md</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>21663</u>
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 70
Mastercard Check _____ Cash _____
Documents on _____ checks

NOTE:

APPROVED BY: ps

LIBER 35 PAGE 170

3473 0428

ARTICLES OF INCORPORATION
OF
LIVINGSTON SEPTIC SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 21, 1992 AT 3:19 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3559648

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 GRISWALD
P.O. BOX 767
ST. MICHAELS

MD 21663

128C3062501

A 410070



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO 2472-0433

LIBER

35 PAGE 171

Returned to: Friedman and Friedman, 900 Mercantile Bank Bldg., 409 Washington Ave., Towson, Md. 21204, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/31/92 at 10:13 a.m.
WHITRIDGE REALTY CO., INC.

CERTIFICATE OF RESOLUTION

The undersigned, being the Secretary of Whitridge Realty Co. Inc., a Maryland close corporation with no Board of Directors (the "Corporation"), hereby certifies that set forth below is an accurate and complete copy of a resolution duly adopted by the Stockholders of the Corporation in accordance with the charter and by-laws of the Corporation and the laws of the State of Maryland, and that said resolution has not been amended and is in full force and effect as of the date of this Certificate:

RESOLVED, that the resident agent of the Corporation be and the same hereby is changed to Louis F. Friedman, Esquire, 409 Washington Avenue, Suite 900, Towson, Maryland 21204, a citizen of Maryland who resides in Maryland.

IN WITNESS WHEREOF, this Certificate has been executed on this 30 day of December, 1992.



Gary P. Aiken, Secretary of
Whitridge Realty Co., Inc.

(corporate seal)

PC:Docs:2620

23668467
1992 DEC 31
After recording, please return to
FRIEDMAN & FRIEDMAN
900 Mercantile Bank Building
409 Washington Avenue
Towson, Maryland 21204

3473-2143

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 Jm BUSINESS CODE _____ COUNTY 74
D2376841 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger, Cancellation)	
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Principal Office
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Friedman</u>
		late filing penalties	<u>& Friedman, 900</u>
70	<u>10</u>	Change of P.O., R.A. or R.A.A.	<u>Mercantile Bank Bldg.</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>409 Washington Avenue</u>
99	_____	Art. of Organization (LLC)	<u>Jowson, Md 21204</u>
98	_____	LLC Amend, Diss, Continuation	
97	_____	LLC Cancellation	
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 10

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 173

3473 2144

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
WHITRIDGE REALTY CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 10:13 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

\$ _____

D2376861

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
FRIEDMAN & FIREDMAN
900 MRCANTILE BANK BLDG.
409 WASHINGTON AVE.
TOWSON MD 21204

129C3062908

A 410426



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 174

Returned to: Charles T. Capute, 101 Bay St., Easton, Md. 21601, June 18, 1993

3.8.

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARLTON FAMILY LIMITED PARTNERSHIP

The undersigned, desiring that Carlton Family Limited Partnership (the "Partnership") be formed as a limited partnership pursuant to the Revised Uniform Limited Partnership Act of the State of Maryland, does hereby acknowledge and certify:

1. The name of the Partnership is: Carlton Family Limited Partnership.

2. The address of the principal office of the Partnership is: 25758 Timberlane Farm Drive, Easton, Maryland 21601 (Attention: David L. Pyles). The name and address of the resident agent of the Partnership is: Charles T. Capute, Esquire, Miles & Stockbridge, 101 Bay Street, Easton, Maryland 21601.

3. The name and business address of the General Partner of the Partnership is:

David L. Pyles
25758 Timberlane Farm Drive
Easton, Maryland 21601

23630157

4. The latest date upon which the Partnership shall be dissolved is: December 31, 2042.

IN WITNESS WHEREOF, the General Partner acknowledges that this Certificate of Limited Partnership is his act, and further acknowledges under penalty of perjury, to the best of his knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that he has executed this Certificate of Limited Partnership as of the 24th day of December, 1992.

WITNESS:

Charles T. Capute

GENERAL PARTNER:

David L. Pyles
DAVID L. PYLES

(SEAL)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-28-92 at 9:09 a.m.

RECEIVED
DEC 28 PM 9 59

LIBER

35 PAGE 175

A113:CTCDLP01.3475 0670

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 05 BUSINESS CODE _____ COUNTY 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	<u>50</u>	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	<u>Charles T. Caputo</u>
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: <u>Law Offices</u>
	_____	Property Reports and _____	<u>Miles & Stockbridge</u>
	_____	late filing penalties	<u>101 Bay Street</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Easton, Md 21601</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES \$50.00

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: 39

LIBER 35 PAGE 176

3475 0671

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARLTON FAMILY LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 28, 1992 AT 9:09 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3560836

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CHARLES T. CAPUTE
101 BAY ST.
EASTON

MD 21601

130C3062952

A 410468



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2475 0668
35 PAGE 177

Returned to: Kevin Lennox, 7290 Shirley Dr., Easton, Md. 21601 - July 21, 1993

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12/28/92 at 11:41 a.m.

LOST OR FOUND, INC.

(a non-stock corporation)

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Kevin Lennox, whose address is 7290 Shirley Drive, Easton, Maryland 21601, being at least eighteen years of age, acting as incorporator, does hereby form a non-stock corporation, under and by virtue of the General Laws of the State of Maryland.

RECEIVED
DEC 29 PM 11 41 '92

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

LOST OR FOUND, Inc.

THIRD: The Corporation shall operate within the State of Maryland, and elsewhere as required to accomplish its purposes.

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

(1) The Corporation is formed to further and promote exclusively, charitable, religious, educational and scientific purposes and the business and objects to be carried on and promoted by it are:

(a) To design, formulate, initiate and develop plans and programs for the purpose of fostering family values and relationships, to relieve the burdens of government and to work in close cooperation with the officials of State and local governments and civic leaders in efforts to foster family values and relationships within the State of Maryland;

23648162

(b) To provide advisory, consultative, training, and technical assistance services to any municipality, county, individual or nonprofit organization regarding plans, programs, and activities intended to foster family values and relationships and generally promote the health, safety and welfare of residents of Maryland;

(2) In furtherance of its purposes, the Corporation shall have the following powers:

(a) To purchase, lease, exchange, acquire by gift, grant, devise, bequest, or otherwise, and to hold, develop, improve, invest, sell, assign, grant or in any way encumber or dispose of any interest in personalty or land, improved or unimproved, and to carry on any business undertaking or venture, either alone or in conjunction with others, which may be lawfully conducted under the Laws of the State of Maryland and the United States subject to the terms and limitations of the purposes for which the Corporation is formed.

(b) To enter into and perform contracts and agreements of every kind and description; to issue bonds or other obligations for any lawful purpose or object; to mortgage, pledge, sell or assign any stocks, bonds, obligations, choses in action, or any real property which may be acquired by it; to secure or acquire any bonds, guarantees, or other obligations issued or incurred by it; and, in carrying on its corporate activities, or for the purpose of attaining or furthering its objectives or purposes, to do any and all things which a natural person could do or exercise, which are now, or which may

hereafter, be authorized by law.

(c) To loan or grant money with or without security, without limit as to amount; provided that no loans or grants be made which would be prohibited transactions under Section 501(c) of the Internal Revenue Code of 1986 or any section of the Internal Revenue Code hereafter adopted of like import.

(d) To borrow money and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for property acquired, or for any of the purposes of the Corporation and to secure the payments of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instruments of trust, or by other loan upon assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(e) In addition, the Corporation shall have the power and authority to perform any other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal

Revenue Law), including 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 also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 170(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: The present address of the principal office of the Corporation in this State is

7290 Shirley Drive, Easton, MD 21601

SIXTH: The name and address of the resident agent of the Corporation in this State is Kevin Lennett, 7290 Shirley Drive, Easton, Md. 21601 Said resident agent is a citizen of the State of Maryland who resides there.

SEVENTH: The Corporation is not authorized to issue capital stock.

EIGHTH: The trustees of the Corporation also constitute the members of the Corporation and, when meeting as trustees, may exercise the rights and powers of members.

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

Mrs. Jeanne Burstein, 18 Horizon Dr., Mendham, NJ 07945

Mrs. Lorraine Graves, 31864 Bittorf Lane, Cordova, MD 21625

Mrs. Sherry Madino, 7293 Shirley Dr., Easton, MD 21601

The trustees shall be elected in the manner provided in the By-Laws.

TENTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the trustees and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article FOURTH hereof. No substantial part of the

activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the

BYRON WESTON
XEROGRAPHIC
LINE RECORD 1993

corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Trustees shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Baltimore City or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify (a) its trustees to the full extent permitted 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 trustees; and (c) its officers who are not trustees to such further extent as shall be authorized by the Board of Trustees and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provisions of any

3475 0779

future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no trustee or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of trustee and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to trustees and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of

any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Trustees 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 Trustees under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law of any organization which is 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) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

STATE OF MARYLAND
NOTARY PUBLIC
[Faint text and seal area]

ELEVENTH: 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 Dec 5, 1982.

WITNESS:

Carole Mitchell

Kevin Lennox

[Signature]

[Faint circular notary 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 20 BUSINESS CODE 04 COUNTY 20

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

Merging ~~(Transferor)~~ _____ Surviving ~~(Transferee)~~ _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent
51		Foreign Name Registration	_____ Address
13		_____ Certified Copy _____	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		For. Supplemental Cert.	_____ and Resident Agent's Address
53		Foreign Resolution	_____ Other Change _____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	_____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	ATTENTION: <u>Kevin</u>
23		Local Transfer Tax	<u>Lennox</u>
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: <u>7290</u>
		Property Reports and _____	<u>Shirley Drive</u>
		late filing penalties	<u>Easton, MD</u>
70		Change of P.O., R.A. or R.A.A.	<u>21501</u>
91		Amend/Cancellation, For. Limited Part.	_____
99		Art. of Organization (LLC)	_____
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 40 Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature] LIBER 35 PAGE 188

3475 0783

ARTICLES OF INCORPORATION
OF
LOST OR FOUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 28, 1992 AT 11:41 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:

\$

D3561073

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
KEVIN LENNOX
7290 SHIRLEY DR.
EASTON

MD 21601

130C3062976

A 410491



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER 35 PAGE 189 TAXATION OF MARYLAND IN LIBER, FOLIO. 3475 0772

Returned to: James R. Griswold, 210 W. Chew Ave., St. Michaels, Md. 21663, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-28-92 at 10:21 a.m.

EASTON CORNERSTONE BAPTIST CHURCH

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 Cornerstone Baptist Church (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3, of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is the Easton Cornerstone Baptist Church.

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

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

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the

LIBER 35 PAGE 190

23648088 3475 1041

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

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, trustees, officers of other private persons, except the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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

(i) To establish and maintain a church and to provide a place of worship and prayer in accordance with Christian traditions;

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

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

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

(d) In this Plan:

(i) References to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, 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, in any political campaign on behalf of any candidates for public office (including the publishing or distributing of statements).

(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 Code 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.

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

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

3475 1043

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

(ii) Such person shall be designated as such by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation were accepted for record by the Department; or,

(iii) Such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period and in a manner as set forth in the ByLaws of the Religious Corporation.

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

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

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

(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 29434 Dover Road, Easton, Maryland. The name and address of the resident agent of the Religious Corporation are G. Edwin Collier, Jr., 29434 Dover Road, Easton, Maryland 21601. Said resident agent is a citizen of the State of Maryland and actually resides therein. ✓

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4), nor more than ten (10).

The names and addresses of those persons serving as initial Trustees are:

G. Edwin Collier, Jr.
29434 Dover Road
Easton, Maryland 21601

Michael L. Randolph
29790 Denton Road
Easton, Maryland 21601

Joseph H. Cox
Route 2, Box 266-5
Preston, Maryland 21655

Charles A. Stahl
707 Market Street
Denton, Maryland 21629

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

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, 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 if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: the Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

TENTH: (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subjected to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its members 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 9th day of December, 1992, and we acknowledged the same to be our acts.

WITNESS:

Julian J. Bromwell IV G. Edwin Collier, Jr.
G. Edwin Collier, Jr.

Julian J. Bromwell IV Joseph H. Cox
Joseph H. Cox

Julian J. Bromwell IV Michael L. Randolph
Michael L. Randolph

Julian J. Bromwell IV Charles A. Stahl
~~Gary L. Reusing~~
Charles A. Stahl

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0200 BUSINESS CODE 16 COUNTY 70

_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee (New Name) _____
- 20 20 _____ Organ. & Capitalization
- 61 20 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance

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

76 _____ Certificate of Merger/Transfer

- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal

CODE _____
ATTENTION: _____

- 70 _____ Property Reports and late filing penalties
- 91 _____ Change of P.O., R.A. or R.A.A.
- 99 _____ Amend/Cancellation, For. Limited Part.
- 98 _____ Art. of Organization (LLC)
- 97 _____ LLC Amend, Diss, Continuation
- 96 _____ LLC Cancellation
- 94 _____ Reg. Foreign LLC
- 92 _____ Foreign LLC Supplemental
- _____ _____ LLC Good Standing (short)
- _____ _____ Other

MAIL TO ADDRESS: James R. Arizwold, Attorney
at Law, 210 West Chew Avenue, P.O. Box 767
St. Michaels, Md 21663

TOTAL FEES 40 Check Cash

Documents on _____ checks

APPROVED BY: [Signature] LIBER 35 PAGE 196 3475 1047

ARTICLES OF INCORPORATION
OF
EASTON CORNERSTONE BAPTIST CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 28, 1992 AT 10:21 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:

\$

D3561628

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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 R. GRISWOLD
210 W. CHEW AVE.
ST. MICHAELS

MD 21663

130C3063031

A 410537



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

LIBER AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3475 1040
35 PAGE 197

Returned to: Miles & Stockbridge, 10 Light St., Baltimore, Md. 21202, June 18, 1993

1992 DEC 31 B 2:32

ARTICLES OF VOLUNTARY DISSOLUTION

OF

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LEONARD'S, INC.

APPROVED FOR RECORD

A Maryland Corporation 12-31-92 at 2:32 .m.

Leonard's, Inc., a Maryland corporation, having its principal office in Talbot County, Maryland (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 29968 Dover Road, Easton, Maryland 21601.

THIRD: The name and address of a Resident Agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is Larry D. Leonard, 29968 Dover Road, Easton, Maryland 21601.

FOURTH: The Corporation has a Board of Directors consisting of two (2) directors whose names and addresses are as follows: Larry D. Leonard and Teresa S. Leonard, 29968 Dover Road, Easton, Maryland 21601.

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

Larry D. Leonard, President
Teresa S. Leonard, Secretary/Treasurer
29968 Dover Road
Easton, Maryland 21601

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 Joint Informal Action of the Board of Directors and the Sole Stockholder By Written Consent, deemed advisable and duly approved by the affirmative vote of all votes entitled to be cast on the matter by the Board of Directors and the sole Stockholder of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided for by §3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution 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 December, 1992, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

LEONARD'S, INC.

Teresa S. Leonard
Teresa S. Leonard, Secretary

By: *Larry D. Leonard* (SEAL)
Larry D. Leonard, President



STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

ARNOLD G. HOLZ, CPA,
DIRECTOR

Dear Sir/Madam:

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


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

LEONARD'S, INC.

have been paid.

WITNESS my hand and official seal this

21ST day of DECEMBER A.D. 19 92.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

3475 1344

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 BUSINESS CODE 03 COUNTY 70

D0574129 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Principal Office
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	Address _____
13	_____	_____ Certified Copy _____	Resignation of Resident Agent _____
56	_____	Penalty	Designation of Resident Agent _____
54	_____	For. Supplemental Cert.	and Resident Agent's Address _____
53	_____	Foreign Resolution	Other Change _____
73	_____	Certificate of Conveyance	_____

76 _____ Certificate of Merger/Transfer

75	<u>30</u>	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE <u>045</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: <u>Ron Lee</u>
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	

600 _____ Personal MAIL TO ADDRESS: _____

70	_____	Property Reports and _____	late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.	_____
99	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 80

Check _____ Cash _____ NOTE: _____

_____ Documents on _____ checks

APPROVED BY: JMT

LIBER 35 PAGE 201

3475 1345

THE ARTICLES OF DISSOLUTION
OF
LEONARD'S INC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 2:32 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D0574129

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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: RON LEE
10 LIGHT STREET
BALTIMORE

MD 21202

130C3063093

A 410586



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

LIBER

35 PAGE 202 OF MARYLAND IN LIBER, FOLIO.

3475 1341

Returned to: Pepper, Hamilton & Scheetz, 1300 Nineteenth St. N.W., Washington, D.C. 20036, June 18, 1993

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
LIMITED PARTNERSHIP CERTIFICATE OF CANCELLATION

This Certificate is presented for filing pursuant to Section 10-203 of the Corporations and Associations Code of Maryland.

1. The name of the limited partnership is C/E Easton Development Associates Limited Partnership.
2. The filing date of the initial certificate of limited partnership with the State Department of Assessments and Taxation is November 16, 1987.
3. The effective date of cancellation is the date of filing.
4. Reason(s) for filing certificate of cancellation: C/E Easton Development Associates Limited Partnership has dissolved and all of its debts, liabilities and obligations have been discharged.
5. Signature of the general partner:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, PA 17605-0008

By: Thomas C. Kule Sec.

Dated: 12-22-92

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/31/92 at 12:10 p.m.

LIBER 35 PAGE 203 30048187

3475 1375

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 21 Amo BUSINESS CODE _____ COUNTY 70
M2449791 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	<u>50</u>	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Diane Ruth Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	<u>Pepper, Hamilton &</u>
99	_____	Art. of Organization (LLC)	<u>Scheitz</u>
98	_____	LLC Amend, Diss, Continuation	<u>1300 Nineteenth St., N.W.</u>
97	_____	LLC Cancellation	<u>Wash D.C. 20036</u>
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 80
MC _____ Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

CERTIFICATE OF CANCELLATION
OF
C/E EASTON DEVELOPMENT ASSOCIATES LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 12:10 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2449791

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED. THAT 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:
PEPPER, HAMILTON & SCHEETZ
ATTN: DIANE RUTH HOLT
1300 NINETEENTH ST., N.W.
WASHINGTON DC 20036

130C3063098

A 410591



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3475 1374
LIBER 35 PAGE 205

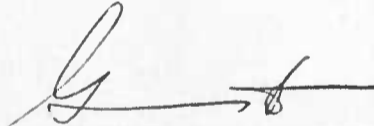
Returned to: Levin and Gann, 900 Mercantile Bank-Trust Bldg., Two Hopkins Plaza, Baltimore, Md. 21201, June 18, 1993

The Board of Directors of MAGNETICS, INC., a corporation organized in the State of Maryland, on November 27, 1992, duly approved the following resolutions:

RESOLVED: That the principal office of the Corporation is changed to 2 Hopkins Plaza, Suite 900, Baltimore, Maryland 21201.

FURTHER RESOLVED: That the Resident Agent of the Corporation is changed to Marleen B. Miller, 2 Hopkins Plaza, Suite 900, Baltimore, Maryland 21201.

I, GEORGE KATZ, President, do hereby 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.



GEORGE KATZ

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-30-92 at 3:59 P.m.

23668142

6328V/267

1992 DEC 30 3 57 PM

LIBER 35 PAGE 206

3475 1418

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room
301 West Preston St
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 24
D0128504 P.A. Religious Close Stock Nonst

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
66	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
70	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>040</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	<u>Annette Bevan</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial _____ Personal	_____
600	_____	Property Reports and late filing penalties	_____
70	<u>\$10.00</u>	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

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC LIBER 35 PAGE 207

3475 1419

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
MAGNETICS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 3:57 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D0128504

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
LEVIN AND GANN, P.A.
ATTN: ANNETTE BEVARNE
900 MERCANTILE BANK-TRUST BLDG.
TWO HOPKINS PLAZA
BALTIMORE MD 21201

130C3063108

A 410600



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3475 1417

LIBER 35 PAGE 208

Returned to: Wheeler, Thompson, 129 N. Washington St. Box 1209, Easton, Md. 21601, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-30-92 at 8:39
ARTICLES OF INCORPORATION

OF

MORGAN FLOWERS, LTD.

12 DEC 30 PM 8 39
RECEIVED

THIS IS TO CERTIFY:

FIRST: I, the undersigned, KENNETH MORGAN, JR., whose post office address is 313 East Dover Street, Easton, Maryland 21601, being at least eighteen 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.

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

MORGAN FLOWERS, LTD.

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

- (a) To own and operate a retail store; and
- (b) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 313 East Dover Street, Easton, Maryland 21601. The name and post office address of the resident agent of the Corporation in this State is Kenneth Morgan, Jr., 313 East Dover Street, Easton, Maryland 21601. Said resident agent is an individual, is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, without par value.

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

- (a) If there is no stock outstanding, the number of directors may be less than two but not less than one; and
- (b) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two but not less than the number of stockholders.
- (c) The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Kenneth Morgan, Jr. and Emma Jean Morgan.

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

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

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

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

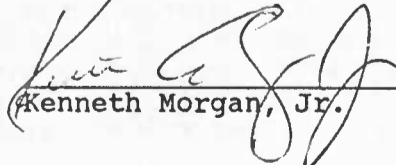
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized,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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of December, 1992, and I acknowledge the same to be my act.



Kenneth Morgan, Jr.

LIBER 35 PAGE 210

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent
51		Foreign Name Registration	_____ Address
13	<u>7</u>	<u>1</u> Certified Copy <u>8</u>	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		For. Supplemental Cert.	_____ and Resident Agent's Address
53		Foreign Resolution	_____ Other Change _____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	_____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	<u>Douglas A. Collison</u>
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	<u>Shuler, Thompson,</u>
		late filing penalties	<u>Parker & Counts</u>
70		Change of P.O., R.A. or R.A.A.	<u>129 North Washington St.</u>
91		Amend/Cancellation, For. Limited Part.	<u>P.O. Box 1209</u>
99		Art. of Organization (LLC)	<u>Easton, Md. 21601</u>
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 47

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

*CC made
pgs.*

ARTICLES OF INCORPORATION
OF
MORGAN FLOWERS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 8:39 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:

\$

D3563772

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WHEELER, THOMPSON & ETAL
129 N. WASHINGTON ST., BOX 1209
EASTON MD 21601

132C3063360

A 410845



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.
LIBER 35 PAGE 212

3476 0366

Returned to: Miles & Stockbridge, 10 Light St., Baltimore, Md. 21202, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF ORGANIZATION
OF
WATERVILLE, LLC *12-30-92* at *3:06* .m.

The Articles of Organization of WATERVILLE, LLC are hereby duly executed, acknowledged and filed by William T. Hunter, Jr., the person duly authorized to do so, pursuant to the Maryland Limited Liability Company Act.

1. The name of the Limited Liability Company (the "Company") is: Waterville, LLC.

2. The latest date upon which the Company is to dissolve is: December 31, 2052.

3. The purposes for which the Company is formed are to make investments of any type as the Managers shall deem appropriate or desirable from time to time; to hold, sell, buy, mortgage and otherwise deal with such investments; and to do any and all things necessary, convenient or incidental to the achievement of the foregoing.

✓ 4. The address of the principal office of the Company in the State of Maryland is: 101 Bay Street (Rear), Easton, Maryland 21601. The Company's principal place of business in Illinois is located at Three Market Square Court, Lake Forest, Illinois 60045. The name and address of the resident agent of the Company is: Richard E. Levine, Esq., Miles & Stockbridge, 10 Light Street, Baltimore, Maryland 21202.

5. The authority of the members of the Company to act for the Company solely by virtue of their being members is limited by a separate written Operating Agreement among the members, as amended in writing from time to time. No member of the Company is an agent of the Company, nor has the authority to act for the Company, solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned organizer of the Company has executed these Articles of Organization as of the 29th day of December, 1992 on behalf of the Company and acknowledges these Articles of Organization to be his act on behalf of the Company.

WITNESS:

R.E. Levine

William T. Hunter, Jr. (SEAL)
WILLIAM T. HUNTER, JR.

relfhi01.art/hunter
12/28/92:sdb:3
C704-004

1992 DEC 30 3:06 PM

LIBER 35 PAGE 213 30048063 3476 0454

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE <u>045</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: <u>Richard Levine</u>
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	<u>50</u>	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 80

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

LIBER 35 PAGE 214

3476 0455

ARTICLES OF ORGANIZATION
OF
WATERVILLE, LLC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 3:06 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

W3563954

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 - R. LEVINE
10 LIGHT STREET
BALTIMORE MD 21202

132C3063378

A 410863



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3476 0453

LIBER 35 PAGE 215

Returned to: Alice C. Stuart, 23253 Maple Hall Road, Claiborne, Md. 21624, June 18, 1993

Penny Stuart, Inc.

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

DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

ARTICLES OF INCORPORATION 12-31-92 at 12:57 p.m.

FIRST: The undersigned Alice C. Stuart, whose post office address is 23253 Maple Hall Road, Claiborne, Maryland 21624, being at least 18 years of age, docs 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:

PENNY STUART, 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 as follows:

1. To engage in leasing of office equipment.
2. To engage in all and every lawful act or business of any or every kind whatsoever permitted under the General Corporation Laws of Maryland.

FIFTH: The post office and street address of the principal office of the Corporation is 23253 Maple Hall Road, Claiborne, MD 21624. The name and post office address of the Resident Agent of the Corporation in Maryland, are Alice C. Stuart, 23253 Maple Hall Road, Claiborne, MD 21624.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Two Thousand Shares (2,000) of the par value of One Dollar (\$1.00) per share, all of one class and designated as common, and having an aggregate par value of Two Thousand Dollars (\$2,000).

SEVENTH: After the completion of the organization and issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one Director whose name is Alice C. Stuart.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and affixed my seal thereto, and do acknowledge the same this 29th day of December 1992.

WITNESS:

Alice C. Stuart

LIBER

35

PAGE 21

Alice C. Stuart

(SEAL) 476 1585

RECEIVED
92 DEC 31 12:57 PM '92

30048146

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70

_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Name
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Principal Office
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Change of Resident Agent
51		Foreign Name Registration	Address
13		_____ Certified Copy _____	<input type="checkbox"/> Resignation of Resident Agent
56		Penalty	<input type="checkbox"/> Designation of Resident Agent
54		For. Supplemental Cert.	and Resident Agent's Address
53		Foreign Resolution	<input type="checkbox"/> Other Change _____
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Alice C. Stuart</u>
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
99		Art. of Organization (LLC)	<u>23253 Maple Hall Rd.</u>
98		LLC Amend, Diss, Continuation	<u>Chesapeake, Md. 21624</u>
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40 Check Cash

NOTE: 34761586

Documents on _____ checks

APPROVED BY: PAM

ARTICLES OF INCORPORATION
OF
PENNY STUART, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 12:57 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3566221

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ALICE C. STUART
23253 MAPLE HALL ROAD
CLAIBORNE MD 21624

132C3063605

A 411062



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 218

3476 1584

Returned to: Chesapeake Custom Yacht Company, 402 Brooklets Ave., Easton, Md. 21601, June 18, 1993

ARTICLES OF AMENDMENT

(1)

(2) CHESAPEAKE CUSTOM YACHT COMPANY, a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows:

SECOND: The name of the company (which is hereafter referred to as the "Company") is "CHESAPEAKE CUSTOM YACHT COMPANY" and said corporation shall be a close corporation.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

1-6-93 at 8:33A.m.

30068095

RECEIVED
93 JAN 6 AM 8 33

This amendment of the charter of the corporation has been approved by
(4) the Directors and shareholders

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) Barrie B. Dettling 12/31/92
Secretary
BARRIE B. DETTLING

(5) Edwin J. Dettling 12/31/92
President
EDWIN J. DETTLING

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 _____ COUNTY 70
D3450889 P.A. _____ Religious Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and _____	MAIL TO ADDRESS: <u>Chesapeake</u>
	_____	late filing penalties	<u>Custom Yacht Company</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>402 Brooklets Ave.</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Easton, MD 21601</u>
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- Other Change to a close Corp

TOTAL FEES 20
 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE: Change status to a Close Corp

ARTICLES OF AMENDMENT
OF
CHESAPEAKE CUSTOM YACHT COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 6, 1993 AT 8:33 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3450889

TO THE CLERK OF THE COURT OF TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CHESAPEAKE CUSTOM YACHT COMPANY
402 BROOKLETS AVE.
EASTON MD 21601

132C3063817

A 411248



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3476 2680

LIBER

35 PAGE 221

Returned to: Neighborhood Service Center, Inc. 126 Port St., Easton, Md. 21601, June 18, 1993

RECEIVED
'93 JAN 7 PM 8 34

RESOLUTION

The Board of Directors of Neighborhood Service Center, INC, a corporation organized in the State of Maryland on 3-17, 1965 duly approved a Resolution as follows:

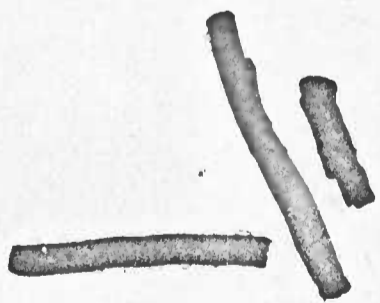
RESOLVED: That the principal of the office of the Corporation is changed to 126 Port Street, Easton, MD 21601.

RESOLVED: That the Resident Agent of the Corporation is changed to Octavene Saunders.

I, Walter E. Chase, Sr. the Chairman of the Board of Directors 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.

Date: Dec. 17, 1992

Walter E. Chase, Sr.
President of Board of Directors



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-1-93 at 8:34 A. .m.

Jo Ann D. Asparagus
Attorney at Law
P.O. Box 2028
Easton, MD 21601-2028

LIBER 35 PAGE 222

2762

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 101
301 West Preston St.
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 20
D0449014 P.A. Religious Close Stock Nonst

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
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)	_____
62	_____	Foreign Qualification	_____
60	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	Certified Copy	_____
66	_____	Penalty	_____
64	_____	For. Supplemental Cert.	_____
63	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
76	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: <u>Neighborhood</u>
87	_____	Limited Part. Good Standing	<u>Service Center Inc</u>
71	_____	Financial	<u>126 Park St.</u>
600	_____	Property Reports and _____ Personal	<u>Easton Md 21601</u>
70	<u>\$10.00</u>	late filing penalties	_____
91	_____	Change of P.O., R.A. or R.A.A.	_____
_____	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

LIBER 35 PAGE 223

34762763

NOTE:

CHANGE OF RESIDENT AGENT AND PRINCIPAL OFFICE
OF
NEIGHBORHOOD SERVICE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 7, 1993 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

\$ _____

D0449074

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
NEIGHBORHOOD SERVICE CENTER, INC.
126 PCRT ST.
EASTON MD 21601

132C3063838

A 411275



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 224

34762761

Returned to: Miles & Stockbridge, 10 Light St., Baltimore, Md. 21202, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR

ARTICLES OF ORGANIZATION ^{12/30/92} at ^{3:06 P.M.}

OF

SHOREWASH OF ANNAPOLIS LLC

1992 DEC 30 P 3:06

FIRST: I, Ronald B. Lee, whose post office address is 10 Bay Street, Easton, Maryland 21202, being at least 18 years of age, being authorized so to do by all of the initial members, hereby form a limited liability company (the "LLC") pursuant to Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the LLC is "Shorewash of Annapolis LLC".

THIRD: The LLC shall have a term beginning on the date these Articles of Organization are filed and received for record by the State Department of Assessments and Taxation of Maryland and shall continue in full force and effect until December 31, 2042, the latest date upon which the LLC is to dissolve, unless sooner dissolved pursuant to the terms of the Operating Agreement between the members, as it may be amended from time to time.

FOURTH: The purposes for which the LLC is formed are to acquire, own, operate, manage, develop, lease, finance, refinance, hold, sell and otherwise deal with real estate and to engage in the business of owning, developing and operating car washes and to engage in any other lawful business. The LLC shall also have all the general powers granted by law to Maryland limited liability companies and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

3478 1996

C:\DOC51\SWOA\ART.ORG

LIBER 35 PAGE 225

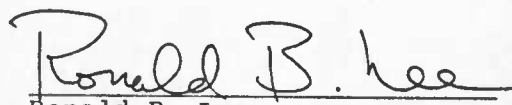
30138206

FIFTH: The address of the principal office of the LLC is 501 Dutchman's Lane, Easton, Maryland 21601. The name and address of the resident agent of the LLC are W. David Hill, 501 Dutchman's Lane, Easton, Maryland 21601.

SIXTH: The LLC has and shall continue to have at least two (2) members during the term of its existence.

SEVENTH: The authority of the members of the LLC to act for the LLC solely by virtue of their being members is limited.

I acknowledge these Articles of Organization to be my act, duly authorized by all of the initial members of the LLC, this 29th day of December, 1992.


Ronald B. Lee

SHORE WASH, INC.
501 Dutchman's Lane
Easton, Maryland 21601

December 31, 1992

Maryland State Department of
Assessments and Taxation
Charter Division
301 West Preston Street
Baltimore, Maryland 21601

Re: Shorewash of Annapolis LLC

Ladies and Gentlemen:

Shore Wash, Inc. was incorporated on September 19, 1991 by the filing of Articles of Incorporation with your office. One of the principals of Shore Wash, Inc. now desires to form an affiliated entity to be known as "Shorewash of Annapolis LLC." Accordingly, this letter is to advise you that Shore Wash, Inc. consents to the formation of Shorewash of Annapolis LLC and its use of that name. Please permit Shorewash of Annapolis LLC to file its Articles of Organization under this name.

Very truly yours,

SHORE WASH, INC.

By: W. David Hill (SEAL)
W. David Hill, President

3478 1998

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 20

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE <u>045</u>
83	_____	Cert. Limited Partnership	ATTENTION: <u>Rm Lee</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	<u>50</u>	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 80

Check _____ Cash

NOTE:

_____ Documents on _____ checks

3478 1999

APPROVED BY: [Signature]

ARTICLES OF ORGANIZATION
OF
SHOREWASH OF ANNAPOLIS LLC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 3:06 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

W3570454

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 - RON LEE
10 LIGHT STREET
BALTIMORE MD 21202

136C3064313

A 411703



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3478 1995

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 229

ARTICLES OF INCORPORATION

OF

CREEK BEND FARM, INC.
(A Close Corporation)

12-29-92 9:00a
1-3-93 2/20

THIS IS TO CERTIFY:

FIRST: I, Richard L. Counts, III, whose post office address is 129 N. Washington Street, Easton, Maryland 21601, being at least 18 years of age, do hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is CREEK BEND FARM, INC.

THIRD: The Corporation elects to be a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

- (1) To raise and sell agricultural crops and livestock and otherwise engage in farming operations; and
- (2) To engage in any other lawful business or activity permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The Corporation shall also have all of 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 purpose.

FIFTH: The address of the principal office of the Corporation is 129 N. Washington Street, Easton, Maryland 21601. The resident agent of the Corporation is Richard L. Counts, III, 129 N. Washington Street, Easton, Maryland 21601.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000, 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 shares of Common Stock is \$5,000.00.

SEVENTH: After completion of the organization of the Corporation by the director and issuance of last least one share of the stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director, whose name is Robert C. Springborn.

EIGHTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified under the Corporations and Associations Article of the Annotated Code of Maryland, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act on this 18th day of December, 1992.

WITNESS

Handwritten signature of Pamela G. Feller

Handwritten signature of Richard L. Counts, III
Richard L. Counts, III

34 (SEAL) 11

Returned to: Richard Counts III, P.O. Box 1209, Easton, Md. 21601, June 18, 1993

RECEIVED

JUN 13 PM 2 12

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 02 BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent
51		Foreign Name Registration	_____ Address
13		_____ Certified Copy _____	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		For. Supplemental Cert.	_____ and Resident Agent's Address
53		Foreign Resolution	_____ Other Change _____
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Richard Counts III</u>
70		Change of P.O., R.A. or R.A.A.	<u>PO Box 1209</u>
91		Amend/Cancellation, For. Limited Part.	<u>Easton Md 21601</u>
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

2478 2812

_____ Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
CREEK BEND FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 29, 1992 AT 9:00 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:

\$

D3571460

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RICHARD COUNTS, III
P.O. BOX 1209
EASTON

MD 21601

137C3064479

A 411866



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3478 2810

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 232

ARTICLES OF ORGANIZATION
OF

202 TALBOT, L.C. 1/20/93 12:18P

FIRST: We, John A. Booth, Jr. and Bonnie D. Booth, whose address is 7112 Sycamore Lane, Easton, Maryland 21601, both being at least eighteen (18) years of age, hereby form a limited liability company under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the limited liability company (hereinafter referred to as the "Company") is

202 Talbot, L.C.

THIRD: The Company shall be a limited liability company as authorized by Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The latest date on which the Company is to dissolve shall be January 1, 2050, or upon the death of the survivor of the aforesaid organizers.

FIFTH: The purposes for which the Company is formed are:

(1) To engage in the business of taking title to and operating commercial real estate; and to engage in any other lawful purpose and business; and

(2) To do anything permitted by Section 4A-201 of the Corporations and Association Article of the Annotated Code of Maryland.

SIXTH: The post office address of the principal office of the Company in this State is 202 Talbot Street, St. Michaels, Maryland 21663. The name and address of the Resident Agent of the Company in this State is David R. Thompson, o/o Cowdrey, Thompson & Karsten, P.A., 130 N. Washington Street, Easton, Maryland 21601. Said Resident Agent is an individual residing in this State.

SEVENTH: The authority of members of the Company to act for the Company solely by virtue of their being members is limited.

IN WITNESS WHEREOF, we have signed these Articles of Organization this 19th day of January, 1993, and acknowledge the same to be our act.

WITNESSES:

David R. Thompson

John A. Booth, Jr.
JOHN A. BOOTH, JR.

Bonnie D. Booth

Bonnie D. Booth
BONNIE D. BOOTH

3480 0446
3481 1251

Returned to: Robert Messick, P.O. Box 1747, Easton, Md. 21601, June 18, 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 400 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	<u>Robert Messick</u>
		late filing penalties	<u>PO Box 1747</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Easton Md 21601</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	<u>50</u>	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 80
Visa _____ Check _____ Cash _____

Documents on _____ checks

APPROVED BY: JWS

LIBER 35 PAGE 234

NOTE: 2480 0447
2481 1262

ARTICLES OF ORGANIZATION
OF
202 TALBOT, L.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 20, 1993 AT 12:18 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

W3574860

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MESSICK
P.O. BOX 1747
EASTON

MD 21601

140C3064941

A 412276



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

7480 0445

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

LIBER

35 PAGE 235

Returned to: Campen & Walsworth, 9 Federal St. P.O. Box 90, Easton, Md. 21601, June 18, 1993

ARTICLES OF ORGANIZATION

OF

THE MAIL CENTER, LLC

msj

FIRST: SIDNEY S. CAMPEN, JR., Esquire, whose address is Campen & Walsworth, P.A., 9 Federal Street, Easton, Maryland 21601, being of legal age, does under and by virtue of the Maryland Limited Liability Company Act authorizing the formation of limited liability companies, hereby acts as Organizer for the purpose of forming a Limited Liability Company.

SECOND: The name of the limited liability company is:
THE MAIL CENTER, LLC

THIRD: The latest date on which the limited liability company is to dissolve is December 31, 2991.

FOURTH: The purpose for which the limited liability company is formed is:

a) To engage in a service business featuring postal, business, and communications services, including private postal mailbox service, photocopying, "electronic mail", Western Union, telegraphic services, telephone message services, parcel packaging and shipping, and all other related business services.

b) To do all things permitted by Section 4A-203 of the Corporations and Associations Article of the Annotated Code of Maryland as amended (1992, ch. 536).

c) The limited liability company shall also be authorized to exercise and enjoy all of the powers, rights

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-21-93 at 2:40 P.M.
LIBER 35 PAGE 235

1993 JUN 21 10 40 AM
30220031
40



privileges granted to, or conferred upon, limited liability companies of a similar character by all Maryland laws now or hereafter in force.

FIFTH: The address of the principal office of the limited liability company in this State is: c/o Roger and Rosemary Baldwin, 7885 Avon Court, Easton, Maryland 21601. The name of the resident agent of the limited liability company in this State is Sidney S. Campen, Jr., Esquire, Campen & Walsworth, P.A., 9 Federal Street, Easton, Maryland 21601.

SIXTH: The members and agents for the purpose of the business of the limited liability company shall be ROGER BALDWIN and ROSEMARY BALDWIN, 7885 Avon Court, Easton, Maryland 21601.

IN WITNESS WHEREOF, the undersigned Organizer, who has executed the foregoing Articles of Organization on the 10/41 day of January, 1993, hereby acknowledges the same to be his act and further acknowledges under the penalties of perjury, that to the best of his knowledge, information, and belief, the matters and facts set forth therein are true in all material respects.

WITNESS:

Crystal M. Remickis

Sidney S. Campen, Jr. (SEAL)
SIDNEY S. CAMPEN, JR.
Organizer

LINEN RECORD 1992

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, that on this 19th day of January, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared SIDNEY S. CAMPEN, JR. and he acknowledged the foregoing Articles of Organization to be his act.

IN WITNESS, my hand and Notarial Seal.

Crystal M. Remick
NOTARY PUBLIC

My Commission Expires: 10-22-94

~~3491 2542~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: <u>Sidney S. Campen</u>
23	_____	Local Transfer Tax	<u>Jr.</u>
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Law Offices</u>
		late filing penalties	<u>Campen & Walsworth</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>P.O. 9 General Street</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Post Office Box 90</u>
99	<u>50</u>	Art. of Organization (LLC)	<u>Easton, Maryland</u>
98	_____	LLC Amend, Diss, Continuation	<u>21601</u>
97	_____	LLC Cancellation	
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 50 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

LIBER 35 PAGE 239

3480 157
~~3480 157~~

ARTICLES OF ORGANIZATION
OF
THE MAIL CENTER, LLC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 21, 1993 AT 2:40 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

W3576337

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CAMPEN & WALSWORTH, LAW OFFICES
9 FEDERAL STREET, P.O. BOX 90
EASTON MD 21601

142C3065191

A 412603



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2480 1673

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 240

Returned to: Douglas A. Collison, 129 N. Washington st. , Easton, Md. 21601, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED ARTICLES OF INCORPORATION
01-11-93 at 9:00 .m.
OF

OPEN OPTIONS, INC.

THIS IS TO CERTIFY:

FIRST: I, Douglas A. Collison, whose address is 129 N. Washington Street, Easton, Maryland 21601, being at least 18 years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

OPEN OPTIONS, INC.

THIRD: The Corporation elects to be a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are 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 is 7094 Dogwood Terrace, Easton, Maryland 21601. The resident agent of the Corporation is Elizabeth Kelley Richie, whose address is 7094 Dogwood Terrace, Easton, Maryland 21601.

SIXTH: The Corporation has authority to issue 500 shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until such election is effective, there shall be one director, who is Elizabeth Kelley Richie.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that 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 executed these Articles of Incorporation on this 18 day of January, 1993, and acknowledge them to be my act.

WITNESS:

Cindy Lou Todd

Douglas A. Collison (SEAL)
Douglas A. Collison

30228129

3482 0602

3480 2607

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 TD
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

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

CODE _____
ATTENTION: Douglas A
Collison

MAIL TO ADDRESS: Law Offices
Wheeler, Thompson,
Parkers & Counts 629
North Washington Street
P.O. Box 1209 Eastern
Maryland 21601

TOTAL FEES 47

Check _____ Cash

NOTE:

7422-003

7480 2608

Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
OPEN OPTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 11, 1993 AT 9:00 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:

\$

D3578853

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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: WHEELER, THOMPSON, ETAL, LAW OFFICES
DOUGLAS A. COLLISON
129 N. WASHINGTON ST., P.O. BOX 1209
EASTON MD 21601

144C3065389

A 412800



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3480 2606

AND TAXATION OF MARYLAND IN LIBER, FOLIO.
LIBER 35 PAGE 243

Returned to: Douglas Collison 129 N. Washington St., Easton, Md. 21601, June 18, 1993

DEPARTMENT OF ASSESSMENTS
STATE OF MARYLAND
OFFICE FOR RECORD

01-21-93 at 2:40 p.m.

ARTICLES OF INCORPORATION
OF
RICHIE BUILDERS, INC.

THIS IS TO CERTIFY:

FIRST: I, Douglas A. Collison, whose address is 129 N. Washington Street, Easton, Maryland 21601, being at least 18 years of age, do hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:
RICHIE BUILDERS, INC.

THIRD: The Corporation elects to be a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are 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 is 7094 Dogwood Terrace, Easton, Maryland 21601. The resident agent of the Corporation is Phillip Richie, whose address is 7094 Dogwood Terrace, Easton, Maryland 21601.

SIXTH: The Corporation has authority to issue 500 shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until such election is effective, there shall be one director, who is Phillip Richie.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that 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 executed these Articles of Incorporation on this 16 day of January, 1993, and acknowledge them to be my act.

WITNESS:

Cindy Lau Field

Douglas A. Collison (SEAL)
30228120
JAN 21 2 40 PM '93

~~APPROVED FOR RECORD~~
~~1-21-93 at 2:40~~
STATE DEPARTMENT OF ASSESSMENTS
WHEELER, THOMPSON, PARKER & ASSOCIATES, EASTON, MARYLAND 21601
LIBER 35 PAGE 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 OR BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	<u>7</u>	<input checked="" type="checkbox"/> Certified Copy <input checked="" type="checkbox"/>	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: <u>Wheeler, Thompson</u>
		late filing penalties	<u>Parker & Counts 129</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>North Washington St.</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>P.O. Box 1206 Easton,</u>
99	_____	Art. of Organization (LLC)	<u>Maryland 21601</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

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

ATTENTION: Douglas A. Callison

MAIL TO ADDRESS: Wheeler, Thompson
Parker & Counts 129
North Washington St.
P.O. Box 1206 Easton,
Maryland 21601

TOTAL FEES 47
 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

~~7480 2626~~
~~7482 2610~~
~~7481 2513~~

ARTICLES OF INCORPORATION
OF
RICHIE BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 21, 1993 AT 2:40 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3578895

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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: SHEELER, THOMPSON & ETAL, LAW OFFICES
DOUGLASS A. COLLISON
129 N. WASHINGTON ST., P.O. BOX 1206
EASTON MD 21601

144C3065393

A 412804



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 246

~~3481 2500~~

~~3481 2504~~

3481 2511

Returned to: Miles & Stockbridge, 101 Bay St., Easton, Md. 21601, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
ANNAPOLIS, MARYLAND

APPROVED FOR RECORD

1-25-93 at *8:27 a.m.*

RUB

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRICE FAMILY LIMITED PARTNERSHIP

The undersigned, desiring that Price Family Limited Partnership (the "Partnership") be formed as a limited partnership pursuant to the Revised Uniform Limited Partnership Act of the State of Maryland, does hereby acknowledge and certify:

1. The name of the Partnership is: Price Family Limited Partnership.
2. The address of the principal office of the Partnership is: 32415 Mathews Road, Easton, MD 21601 (Attention: Kathryn E. Callahan). The name and address of the resident agent of the Partnership is: Charles T. Capute, Miles & Stockbridge, 101 Bay Street, Easton, Maryland 21601.
3. The name and business address of the General Partner of the Partnership ("General Partner") is:

Kathryn E. Callahan
32415 Mathews Road
Easton, Maryland 21601
4. The latest date upon which the Partnership shall be dissolved is: December 31, 2043.

IN WITNESS WHEREOF, the General Partner acknowledges that this Certificate of Limited Partnership is her act, and further acknowledges under penalty of perjury, to the best of her knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that she has executed this Certificate of Limited Partnership as of the 20 day of Jan, 1993.

WITNESS:

GENERAL PARTNER:

Charles T. Capute

Kathryn Callahan (SEAL)
KATHRYN CALLAHAN

27 8 JUN 25 AM 8 27

RECEIVED

30258251

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 05 BUSINESS CODE _____ COUNTY 20

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	<u>50</u>	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	<u>Katherine L. Frampton</u>
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Miles & Stockbridge</u>
71	_____	Financial	<u>101 Bay Street</u>
600	_____	_____ Personal	<u>Easton, Md. 21601</u>
70	_____	Property Reports and _____	_____
91	_____	late filing penalties	_____
99	_____	Change of P.O., R.A. or R.A.A.	_____
99	_____	Amend/Cancellation, For. Limited Part.	_____
98	_____	Art. of Organization (LLC)	_____
97	_____	LLC Amend, Diss, Continuation	_____
96	_____	LLC Cancellation	_____
94	_____	Reg. Foreign LLC	_____
92	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 50.00

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 248

3480 2910

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRICE FAMILY LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 25, 1993 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3579430

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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
KATHERINE L. FRAMPTON
101 BAY ST.
EASTON

MD 21601

144C3065447

A 412851



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

7480 2908

AND TAXATION OF MARYLAND IN LIBER, FOLIO.
LIBER 35 PAGE 249

ARTICLES OF AMENDMENT

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

RECEIVED

'93 JAN 25 AM 8 34

CUSTOM PRINTING & DESIGN COMPANY, INC.

1-25-93 at 8:31 A.m.

CUSTOM PRINTING & DESIGN COMPANY, INC., a Maryland Close Corporation having its principal office at 8209 Ocean Gateway, Easton, Talbot County, Maryland hereinafter referred to as the "Corporation," hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

I.: The Charter of the Corporation is hereby amended by striking out in their entirety Articles II and V and by substituting in lieu thereof the following:

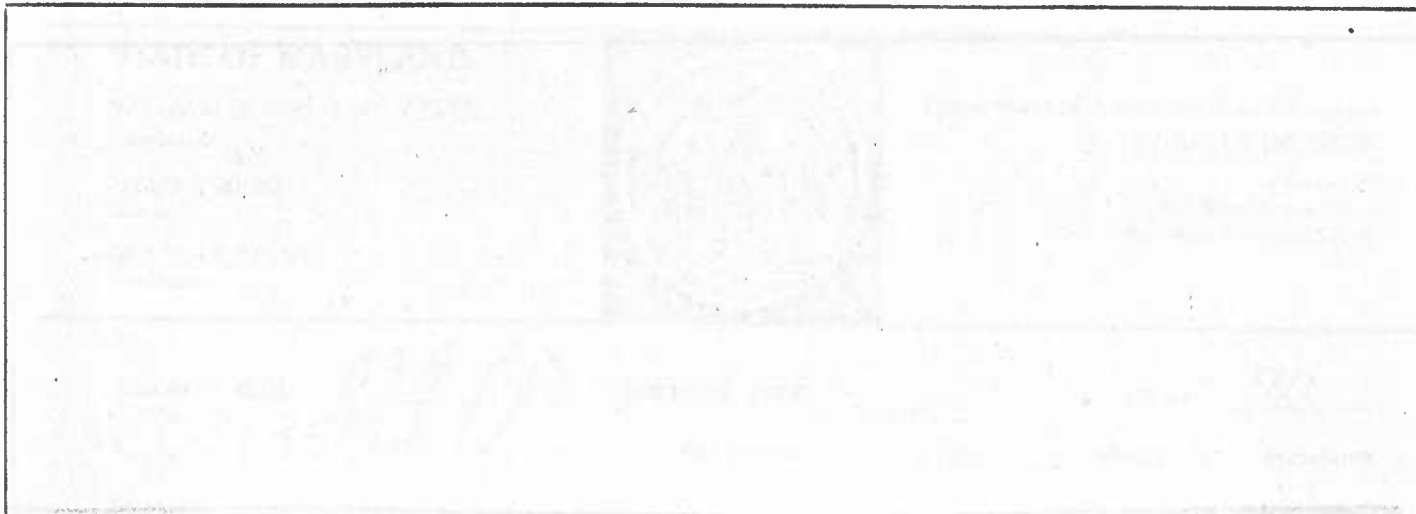
II: The name of the Corporation, (hereinafter called the "Corporation") is ACTIVE IMAGE, INCORPORATED

V: The principal office of the Corporation in Maryland will be located at 8209 Ocean Gateway, Easton, Talbot County, Maryland 21601 and the Resident Agent of the Corporation is David B. Bishop, whose post office address is 35 E. Dover Street, Easton, Talbot County, Maryland. 21601 The resident agent is a citizen of Maryland and actually resides in Maryland.

II.: By written informal action, unanimously taken by the Stockholder of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, (the Corporation's election to have no Board of Directors having become effective upon the issuance of stock by said Corporation), the Stockholders duly authorized and approved said amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf this 21st day of January, 1993, by its President, and attested by its Secretary, and its President acknowledges that these Articles of Amendment are the act of the Corporation and that under the penalties of perjury, all matters and facts set forth herein with respect to ~~2482-2053~~

Returned to: John F. Hall, P.O. Box 1477, Easton, Md. 21601, June 18, 1993



authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

CUSTOM PRINTING & DESIGN COMPANY, INC.

David B. Bishop

by: David B. Bishop (SEAL)
David B. Bishop, President

~~3482-2054~~

CUSTOM PRINTING & DESIGN COMPANY, INC.

Informal Action of Stockholders

January 21, 1993

The undersigned, constituting all of the stockholders of CUSTOM PRINTING & DESIGN COMPANY, INC., a Maryland corporation (hereinafter referred to as the "Corporation"), in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment, attached hereto and incorporated by reference herein, be and the same is hereby advised and approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the State Department of Assessments and Taxation of Maryland Articles of Amendment in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

AS WITNESS our hands and seals this day and year first above written.

STOCKHOLDERS:

David B. Bishop
David B. Bishop

Lucy Louise Bishop
Lucy Louise Bishop

Bryan G. Nagel
Bryan G. Nagel

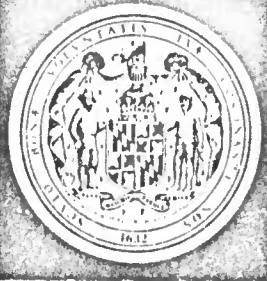
Angela L. Nagel
Angela L. Nagel

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 BUSINESS CODE _____ COUNTY 70
D3135852 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) <u>Active Image, Incorporated</u>
20		Organ. & Capitalization	<input checked="" type="checkbox"/> Change of Name
61		Rec. Fee (Arts. of Inc.)	<input checked="" type="checkbox"/> Change of Principal Office
62	<u>20</u>	Rec. Fee (Amendment)	<input checked="" type="checkbox"/> Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	<input checked="" type="checkbox"/> Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>John J. Hall</u>
87		_____ Limited Part. Good Standing	<u>Attorney at Law</u>
71		Financial	<u>30 Goldborough St.,</u>
600		_____ Personal	<u>P.O. Box 1477 Easton,</u>
		Property Reports and late filing penalties	<u>Maryland 21601-1477</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 20

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

~~7192-2956~~
~~2481-1195~~

APPROVED BY: PCM

LIBER 35 PAGE 253

ARTICLES OF AMENDMENT
OF
CUSTOM PRINTING & DESIGN COMPANY, INC.
CHANGING ITS NAME TO:
ACTIVE IMAGE, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 25, 1993 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3135852

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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 F. HALL ATTORNEY AT LAW
30 GOLDSBOROUGH ST.
P.O. BOX 1477
EASTON MD 21601 1477

145C3065668

A 413056



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

JAN 28 2012
7481 1191

AND INDEXED IN THE RECORDS OF THE
LIBER 35 PAGE 254

Returned to: Donald C. Davis, Perdue, Rayne, Davis 7 White, 212 East Main St., P.O. Box 949, Salisbury, Md. 21803-0949
June 18, 1993

LAW OFFICES, PERDUE, RAYNE, DAVIS & WHITE, P.A.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
ARTICLES OF INCORPORATION
APPROVED FOR RECORD
OF 11-30-92 at 8:30 am.
SHORE STOP OF TRAPPE, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald C. Davis, whose post office address is 212 East Main Street, Salisbury, Wicomico County, Maryland, 21801, 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, particularly the Provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: Shore Stop of Trappe, Inc.

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

(a) To engage generally in the convenience store and dairy market business and to do and engage in all other activities directly or indirectly related thereto.

(b) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes (including specifically alcoholic beverages), and to generally deal in groceries and grocery products.

(c) To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items useful to or desirable for patrons of such a service station; the washing of motor vehicles, and such other business as is usual, proper, and necessary in such enterprise.

(d) To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed of trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, ~~and~~ exporters; to acquire all such merchandise, supplies, materials, ~~and~~ other articles as shall be necessary or incidental to such business; and to have any and all power to carry out the purposes above set forth as fully as natural

LIBER

35 PAGE 255

23358050

3465 2694

persons, whether as principals, agents, trustees, or otherwise.

(e) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any persons, firm, association, or corporation, paying for the same in cash, stock, or bonds, of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount; to execute contracts of any nature whatsoever, including contracts of indemnity, suretyship and guaranty.

(f) To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all times be subject to the laws and statutes of each state or foreign country in which the same may be transacted, or its property may be located. The foregoing statement and purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(g) Nothing herein contained shall be construed as authorizing the corporation to possess the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold or silver bullion or foreign coins, or the business of banking or insurance.

(h) In addition to the foregoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the General Laws of the State of Maryland or any future addition thereof or enlargements thereof.

FOURTH: The post office address of the principal office of the corporation is U.S. Route 50, Trappe, Maryland 21673. The resident agent of the corporation is Donald C. Davis, 212 East Main Street, Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland.

FIFTH: The total number of shares of stock which the corporation has authority to issue is ten thousand (10,000) shares, having a par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated "common capital stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

(a) Each share holder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the corporation.

(b) Shares of stock shall be transferred only on the books of the corporation by the holder thereof in person or by a duly authorized attorney and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

(c) Each stock certificate, upon issue, shall contain a clear reference to the fact that the Corporation is a close corporation.

SIXTH: The Corporation shall initially have one director, and Donald C. Davis shall act as such until the first annual meeting or until successors are duly chosen and qualified. The number of directors may be changed in any lawful manner as the By-Laws may, from time to time provide, which number shall be at least one (1) but not more than nine (9).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if

any, as may be set forth and included in Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class for such consideration as said Board may determine, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) 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 net profits of the corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits 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) Subject to any limitation or restriction 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 and the times and prices of redemption.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by Law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporation or unincorporated business entities.

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of one (1) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

(f) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

EIGHTH: No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other corporation or not so interested.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 25th day of November, 1992.

WITNESS:

Jayce A. Whitaker

Donald C. Davis (SEAL)
DONALD C. DAVIS

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of November, 1992 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DONALD C. DAVIS and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Jayce A. Whitaker
NOTARY PUBLIC

My Commission Expires: 10/8/96

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	<u>Ronald C. Davis</u>
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Perdue, Rayne, Davis</u>
71	_____	Financial	<u>White, P.A.</u>
600	_____	_____ Personal	<u>212 East Main St.</u>
		Property Reports and _____	<u>P.O. Box 949</u>
		late filing penalties	<u>Salisbury, Md. 21803-</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>0949</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 260

3465 2699

NOTE:

ARTICLES OF INCORPORATION
OF
SHORE STOP OF TRAPPE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 30, 1972 AT 8:30 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:

\$

03543915

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
DONALD C. DAVIS
PERDUE, RAYNE, DAVIS & WHITE P.A.
212 EAST MAIN ST., P.O. BOX 949
SALISBURY MD 21803 0949

106C3060027

A 407850



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3465 2692
LIBER 35 PAGE 261

Returned to: Miles and Stockbridge, 10 Light St., Baltimore, Md. 21202, June 18, 1993

JP

ARTICLES OF INCORPORATION

OF

JET FLIGHT, INC. STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

[Non-Public Corporation] APPROVED FOR RECORD

12/1/92 at 1090 .m.

RECEIVED
DEC 1 PM 1 09
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: I, James M. Gibson, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is Jet Flight, Inc. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are (1) to engage in an airplane leasing business 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 10 West Dover Street, Easton, Maryland 21601. The name and address of the resident agent of the Corporation are William W. McAllister, Jr., 300 Academy Street, Cambridge, Maryland 21613-1838. ✓

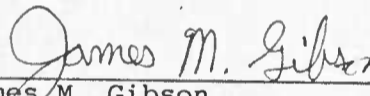
FIFTH: The total number of shares of Capital Stock that the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.

SIXTH: The number of Directors of the Corporation shall be one (1), 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 David L. Pyles.

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 1st day of December, 1992.


James M. Gibson

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

fs.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>59</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3P</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE <u>045</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax <u>D.M.P.</u>	_____
22	_____	State Transfer Tax <u>12/1/92</u>	ATTENTION: <u>James Gibson</u>
23	_____	Local Transfer Tax <u>#18995</u>	_____
31	<u>6</u>	<u>1</u> Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 114
 Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 265

NOTE:
CERTIFIED COPY MADE 0358

ARTICLES OF INCORPORATION
OF
JET FLIGHT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 1, 1992 AT 1:09 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3545001

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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
JAMES GIBSON
10 LIGHT STREET
BALTIMORE MD 21202

107C3060158

A 407964



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 266

3466 0354

Returned to: Bruce Berrier, 27942 Peach Orchard Road, Easton, Md. 21601, June 18, 1993

ARTICLES OF INCORPORATION OF DEPARTMENT OF ASSESSMENTS AND TAXATION
BRENTLEY LTD.

APPROVED FOR RECORD

THIS IS TO CERTIFY:

12/4/92 at 9:30 .m.

FIRST: That I, W. THOMAS FOUNTAIN, whose post office address is 117 Bay Street, Easton, Maryland 21601, 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 (hereinafter called the "Corporation") is:

BRENTLEY LTD.

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

(1) To own and operate a clothing and dry goods retail and wholesale business; and to engage in any other related businesses and any other lawful purposes 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 located at 7 N. Harrison Street, Easton, Maryland 21601. The name and the post office address of the Resident Agent of the Corporation in this State are BRUCE BERRIER, whose address is ^{27942 PEACH ORCHARD} ROAD,

Easton, Maryland 21601. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

RECEIVED
DEC 9 9 30 AM '92
STATE DEPT. OF ASSESSMENTS & TAXATION

FIFTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders; and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are BRUCE BERRIER and GORDON K. CALVERT, JR.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value \$10.00 per share, all of which are one class, with an aggregate par value of \$100,000.00.

SEVENTH: 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, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of this Corporation. stockholder shall have any preemptive right to purchase shares of the Corporation.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at such time or times, and in such amounts as it shall deem advisable, of shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: No contract or other transaction between this Corporation and any other person, corporation or firm, and no act of this Corporation shall in any way be ineffective or invalidated by the fact that any director or officer of this Corporation is pecuniarily interested in such contract or transaction, or is the director, officer, or member of such other corporation or firm; provided the fact that such interest, office or membership exists shall be disclosed or shall have been made known to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a director who is so interested, or holds such an office or membership, may be counted in determining the existence of a quorum at the meeting of the Board of Directors, and may vote thereat authorizing any such contract or transaction.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority or 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 20 day of November, 1992, and I acknowledge the same to be my act.

WITNESS:

Jordan K. Calverly

W. Thomas Fountain (SEAL)
W. Thomas Fountain

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Bruce Berrier</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>2790 Peach Orchard Rd</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Easton Md 21601</u>
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 70 Check Cash

_____ Documents on _____ checks

APPROVED BY: PCM

LIBER 35 PAGE 272

3466 1993

ARTICLES OF INCORPORATION
OF
BRENTLEY LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1992 AT 9:30 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:

\$

D3546793

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
BRUCE BERRIER
27942 PEACH ORCHARD RD.
EASTON MD 21601

109C3060403

A 408268



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 273

7466-1987

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-3-92 at 2:10 p.m.

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER entered into this 13th day of October, 1992, by and between DEAD BIRD, INC. (hereinafter sometimes referred to as the "Transferor"), and HERON SUPPLY COMPANY, INC. (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY: That this transfer has been approved by the Directors and sole shareholder of the Transferor corporation and by the directors of the Transferee corporation and:
FIRST: In complete liquidation of Transferor, Transferor does hereby agree to transfer certain property and assets to Transferee as hereinafter set forth.

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

✓ HERON SUPPLY COMPANY, INC.
1243 Dixona Drive
Edgewater, MD 21037

THIRD: The name and state of incorporation of each corporation party to these Articles of Transfer are as follows:

Transferor is DEAD BIRD, INC., a corporation organized under the laws of the State of Maryland.

Transferee is HERON SUPPLY COMPANY, INC., a corporation organized under the laws of the State of Maryland.

FOURTH: The assets of the Transferor are being transferred to Transferee as part of the complete liquidation of the Transferor and for no monetary consideration. Transferee is owned by the original stockholder of Transferor.

FIFTH: The principal office of Transferor is in Talbot County, State of Maryland. Transferor owns no real property.

SIXTH: By unanimous written informal action signed by sole Stockholder and Director of Transferor, the Director of Transferor approved these Articles of Transfer.

A unanimous written informal action setting forth approval of these Articles of Transfer was signed by the stockholder of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholder of Transferor, all in the manner and by the means required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

RECEIVED
DEC 3 1992
3467 2567

SEVENTH: In partial liquidation of Transferor, Transferor does hereby deed, grant, convey, transfer, set over and assign to Transferee, Transferor's right, title and interest, in and to the right to the name "HERON SUPPLY COMPANY".

EIGHTH: These Articles of 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 Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, the parties to these Articles of Transfer have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 13th day of October, 1992.

ATTEST:

DEAD BIRD, INC.

Maei Tulliam
Secretary

By [Signature] (SEAL)
President

Transferor

WITNESS:

HERON SUPPLY COMPANY, INC.

Maei Tulliam

By [Signature] (SEAL)
President

Transferee

THE UNDERSIGNED, President of Transferor, who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name of said corporation, the foregoing Articles of 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.

Maei Tulliam
Secretary

By [Signature]
President

3457 2568

THE UNDERSIGNED, President of Transferee, who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name of said corporation, the foregoing Articles of 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.

Maria Tanham
Secretary

By

[Signature]
President

3467 2569

LIBER 35 PAGE 276

~~3466-2612~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

f.s.

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

~~Merging~~
(Transferor) _____

~~Surviving~~
(Transferee) _____

Dead Bird, Inc.
D2014934

Heron Supply Company, Inc.
D3543832

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	<u>20</u>	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	<u>4</u>	Certificate of Merger /Transfer <u>to A.A. Co.</u>	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Heron Supply</u>
		late filing penalties	<u>Company, Inc., 1243</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Dixona Drive</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Edgewater, Md 21037</u>
99	_____	Art. of Organization (LLC)	
98	_____	LLC Amend, Diss, Continuation	
97	_____	LLC Cancellation	
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
	_____	Other _____	

TOTAL FEES 24 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jm T

LIBER 35 PAGE 277

3467 2570

~~3466 2513~~

ARTICLES OF TRANSFER
OF
DEAD BIRD, INC.
(A MD CORP.)
AND
HERON SUPPLY COMPANY, INC.
(A MD CORP.)

TRANSFEROR

TRANSFEE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 3, 1992 AT 2:10 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

CERTIFICATE TO ANNE ARUNDEL COUNTY

4.00

~~\$24.00~~ TOTAL

D3543832

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
HERON SUPPLY COMPANY, INC.
1243 DIXONA DR.
EDGWATER MD 21037

111C3060686

A 408509



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 278

7467 2566

~~2466 2609~~

Returned to: Ewing, Dietz, Turner, P.O. Box 1146, Easton, Md. 21601, June 18, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION 12-7-92 at 9:55a .m.
OF
AVELEY FARM TWO COMMUNITY ASSOCIATION, INC. *p*

FIRST: I, ROBERT B. BISSELL, whose post office address is Post Office Box 1146, Easton, Maryland 21601, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Law of the State of Maryland.

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

AVELEY FARM TWO COMMUNITY ASSOCIATION, INC.

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

(a) To promote and protect the common interests of the property owners of Aveley Farm Phase Two, a subdivision in Easton District of Talbot County, Maryland, shown and laid down upon a plat entitled: "PLAT SHOWING REVISED LOT DIVISION AVELEY II FIRST ELECTION DISTRICT TALBOT CO. MARYLAND" recorded among the Plat Records of Talbot County in Liber No. 77, folio 11, and any amendments to said Plat which may be made from time to time.

(b) To present the views of those eligible for membership in the Corporation through one or more authorized representatives, before government bodies, committees or officials having authority with respect to the control and development of real estate, zoning regulations, community planning, sanitation, health, ecology, pollution, protection of the environment, wildlife, hunting, fishing, adjacent waterway use, local drainage, roadway maintenance, taxation, school bus transportation, public nuisances and hazards to life, property, or the amenities of rural residential living.

(c) To administer and enforce any and all of the reservations, restrictions, covenants, agreements and provisions which now or hereafter may be imposed upon Aveley Farm Phase Two subdivision.

(d) To cooperate with the owners of all vacant and unimproved lots which may, from time to time exist in the subdivision for the purpose of keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the area or to the value of the improved property therein, and to take such action with reference to such vacant and unimproved lots as may be necessary or desirable to keep them from becoming a nuisance or detriment.

(e) To exercise all powers granted to Maryland Corporations to the extent not otherwise inconsistent with these Articles of Incorporation and the foregoing enumeration of the purposes, powers and objects 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 mention of any particular purpose or object to in any manner limit or restrict the generality of the powers of the Corporation, except that the Corporation shall not operate for profit.

(f) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under the provisions of the United States Internal Revenue Code.

FOURTH: The post office address of the principal office of the Corporation in this State is Post Office Box 1146, Easton, Maryland 21601. The name and post office address of the Resident Agent of the Corporation in this State is Henry P. Turner, 16 South Washington Street, Post Office Box 1146, Easton, Maryland 21601. Said Resident Agent is an individual actually residing in this State.

RECEIVED
DEC 7 PM 9 55

23428489
3468 1129

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The qualifications for membership 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: Robert Bissell, Gordon Baer and Fred Pond.

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 having similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged and which shares the same exemptions as this Corporation under the provisions of the United States Internal Revenue Code.

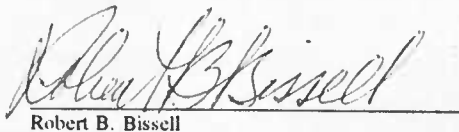
EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement and conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the law of the State of Maryland.

NINTH: (1) as used in this Article NINTH, any word or words that are defined in Section 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 said Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of December, 1992, and I acknowledge the same to be my act and deed.


Robert B. Bissell

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 04 COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

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

CODE _____

ATTENTION: Henry P. Turner

MAIL TO ADDRESS: Law Offices
Ewing, Dietz, Turner,
Etal
16 South Washington
Street, Post Office Box
1146
Easton, Md. 21601-1146

TOTAL FEES 40
 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

LIBER 35 PAGE 281

3468 1131

ARTICLES OF INCORPORATION
OF
AVELEY FARM TWO COMMUNITY ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 7, 1992 AT 9:55 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:

\$

D3548906

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
EWING, DIETZ, TURNER, ETAL
HENRY P. TURNER
16 S. WASHINGTON ST.
P.O. BOX 1146
EASTON MD 21601 1146

112C3060722

A 408182



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3468 1128

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 282

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-7-92 at 8:33 a.m.

z.f.

AMENDMENT NO. 1 TO
AGREEMENT OF LIMITED PARTNERSHIP AND
CERTIFICATE OF LIMITED PARTNERSHIP OF
EVERGREEN RANCH LIMITED PARTNERSHIP

This Amendment No. 1 to the Agreement of Limited Partnership and Certificate of Limited Partnership of Evergreen Ranch Limited Partnership (the "Partnership") is made this 3rd day of December 1992, by the undersigned.

WITNESSETH:

WHEREAS, the Partnership was formed as a Maryland limited partnership pursuant to the Agreement of Limited Partnership (the "Partnership Agreement") and the Certificate of Limited Partnership (the "Partnership Certificate"), which Partnership Certificate was received and approved for record by the Maryland State Department of Assessments and Taxation on May 3, 1991; and

WHEREAS, this Amendment No. 1 to the Partnership Agreement and Partnership Certificate is being executed and recorded to reflect the withdrawal of one of the general partners from the Partnership.

NOW, THEREFORE, the undersigned, desiring to amend the Partnership Agreement and Partnership Certificate in accordance with Section 10-202 of the Corporations and Associations Article of the Annotated Code of Maryland, does hereby acknowledge and certify:

1. The name and business address of the sole general partner of the Partnership is:

Elselore H. Pretzler, Trustee of
the Elselore H. Pretzler Revocable
Deed of Trust dated April 22, 1991
Centaur Farm
P.O. Box 664
Easton, Maryland 21601

2. Except as amended hereby, the Partnership Agreement and Partnership Certificate are ratified and confirmed in all respects.

IN WITNESS WHEREOF, the General Partner acknowledges that this Amendment No. 1 to the Partnership Agreement and Partnership Certificate is her act, and further acknowledges under penalty of perjury, to the best of her knowledge, information and belief, that the matters and facts set forth herein are true in all material

RECEIVED
DEC 7 AM 8 53

3468 1153

Returned to: Miles & Stockbridge, 101 Bay St., Easton, Md. 21601, June 18, 1993

BY THE WESTON
XEROGRAPHIC
TAKEN RECORD-1991

respects, and that she has executed this Amendment No. 1 to the Agreement of Limited Partnership and Certificate of Limited Partnership as of the day and year first above written.

WITNESS:

GENERAL PARTNER:

Charles T. Caputo

Elselore H. Pretzler (SEAL)
ELSELORE H. PRETZLER, Trustee
of the Elselore H. Pretzler
Revocable Deed of Trust dated
April 22, 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

P.S.

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 70
M.3210788 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	<u>Katherine L. Irampton</u>
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
	_____	Property Reports and _____	MAIL TO ADDRESS: <u>Law Offices</u>
	_____	late filing penalties	<u>Miles & Stokbridge</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>101 Bay Street</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Easton, Md 21601</u>
99	_____	Art. of Organization (LLC)	
98	_____	LLC Amend, Diss, Continuation	
97	_____	LLC Cancellation	
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
	_____	Other _____	

TOTAL FEES \$ 50.00

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: 39

LIBER 35 PAGE 285

3468 1155

CERTIFICATE OF AMENDMENT
OF
EVERGREEN RANCH LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 7, 1992 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M3210788

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MILES & STOCKBRIDGE
ATTN: KATHERINE L. FRAMPTON
101 BAY ST.
EASTON MD 21601

112C3060729

A 408188



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

LIBER

35 AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3468 1152
PAGE 288

Returned to: Henry & Price, P.O. Box 838, Easton, Md. 21601, June 18, 1993

RECEIVED
'92 DEC 4 AM 10 41
CERTIFICATE OF CHANGE
OF LOCATION OF PRINCIPAL OFFICE

The sole shareholder of PHILMCO, INC., a Maryland close corporation, on this 30 day of November, 1992, does hereby resolve and order that the location of the principal office of this Corporation within this State be, and the same hereby is, 117 Bay Street, P.O. Box 838, Easton, Maryland 21601.

Philmco, Inc., a Maryland close corporation ("Philmco") does hereby certify that the foregoing is a true copy of a resolution adopted by its sole shareholder.

IN WITNESS WHEREOF, Philmco has caused this Certificate to be signed by its President and Attested by its Secretary, this 30 day of November, 1992.

By: William W. Beard, Pres.
William W. Beard, President

Attest: Doreen L. Gramling, Sec.
Doreen Gramling, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-4-92 at 10:41 AM LIBER

35 PAGE 287

2468 2869

23393450

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 811
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 20
D2258655 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
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)	<input checked="" type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Principal Office
62	_____	Foreign Qualification	<input type="checkbox"/> Change of Resident Agent
60	_____	Cert. of Qual. or Reg.	<input type="checkbox"/> Change of Resident Agent Address
61	_____	Foreign Name Registration	<input type="checkbox"/> Resignation of Resident Agent
13	_____	_____ Certified Copy _____	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
66	_____	Penalty	<input type="checkbox"/> Other Change _____
54	_____	For. Supplemental Cert.	_____
63	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
70	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Henry + Bruce</u>
87	_____	Limited Part. Good Standing	<u>117 Bay Street</u>
71	_____	Financial	<u>PO Box 838</u>
600	_____	_____ Personal	<u>Easton, Md 21601-0838</u>
		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

NOTE:

APPROVED BY: RMC LIBER 35 PAGE 288

3468 2870

CHANGE OF PRINCIPAL OFFICE
OF
PHILMCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1992 AT 10:41 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 _____

\$ _____

TO THE CLERK OF THE COURT OF TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

114c3060968

GCS

A 384694



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3468 2868

LIBER

35 PAGE 289

Returned to; Henry & Price, P.O. Box 838, Easton, Md. 21601, June 18, 1993

RECEIVED CERTIFICATE OF CHANGE
'92 DEC 4 PM 10:50
OF NAME AND ADDRESS OF REGISTERED AGENT

The sole shareholder of PHILMCO, INC., a Maryland close corporation, on this 30 day of November, 1992, does hereby resolve and order that the name of the Resident Agent upon whom process against this Corporation may be served is John M. Eglseider, whose address is 117 Bay Street, P.O. Box 838, Easton, Maryland 21601.

Philmco, Inc., a Maryland close corporation ("Philmco"), does hereby certify that the foregoing is a true copy of a resolution adopted by its sole shareholder.

IN WITNESS WHEREOF, Philmco has caused this Certificate to be signed by its President and Attested by its Secretary, this 30 day of November, 1992.

By: William W. Beard, Pres
William W. Beard, President

23398458
Attest: Doreen L. Gramling, Sec.
Doreen Gramling, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-4-92 at 10:40 A.M.

LIBER 35 PAGE 290

3468 2872

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 811
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 70
D2258655 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<u>Henry & Price</u>
71	_____	Financial _____ Personal	<u>117 Bay Street</u>
600	_____	Property Reports and late filing penalties	<u>PO Box 838</u>
70	<u>\$10.00</u>	Change of P.O., R.A. or R.A.A.	<u>Easton, Md 21601-0838</u>
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

LIBER 35 PAGE 291

3468 2873

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
PHILMCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1992 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2258655

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
HENRY & PRICE
117 BAY ST.
P.O. BOX 838
EASTON

MD 21601 0838

114C3060969

A 408709



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3468.2871

LIBER

35 PAGE 292

Returned to: Bald and Hale, P.O. Box 947, Annapolis, Md. 21404, June 18, 1993

BALD AND HALE
LAW OFFICES
P. O. BOX 947
ANNAPOLIS, MARYLAND 21404

LEROY BALD
PHILIP D. HALE
JEFFREY T. BALD

ANNAPOLIS (410) 267-9300
BALTIMORE (410) 269-6110
WASHINGTON (301) 261-1613
FAX (410) 269-6477

OFFICE ADDRESS:
192 DUKE OF GLOUCESTER STREET
ANNAPOLIS, MD 21401

June 19, 1992

State Department of Assessments
and Taxation of Maryland
Attn: Charter Division
301 Preston Street
Baltimore, Maryland 21201

Re: Designation of Change of Resident Agent and
Principal Office for Lanham Center Limited Partnership
ID No. M1844968

Gentlemen:

Lanham Center Limited Partnership, a Maryland Limited Partnership, hereby files this statement designating a change of its resident agent from Owen McDonnell Taylor, Esquire to Leonard O. Gerber, whose address is: Avocet, 27257 Arrowhead Trail, Easton, Maryland 21601.

Lanham Center Limited Partnership, a Maryland Limited Partnership, hereby files this statement designating a change of its principal office from 130 Holiday Court, Suite 108, Annapolis, Maryland 21401 to Avocet, 27257 Arrowhead Trail, Easton, Maryland 21601.

There is attached check no. , dated , in the amount of \$10.00 from Leonard O. Gerber to cover the costs of this service. Please file this original, mark the enclosed second copy of this statement with the date of receipt and filing by the Department, and return it to my attorneys, Bald and Hale, in the attached self-addressed, stamped envelope.

Thank you.

Very truly yours,

Lanham Center Limited Partnership

BY: Leonard O. Gerber
Leonard O. Gerber, General Partner

Enclosures

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-8-92 at 8:39 p.m.

23438211

LIBER 35 PAGE 293

3468 2910

6C 8 W 8 330 26.
92 DEC 8 AM 8 39

RECEIVED

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 81
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 20
M 1844968 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
63	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Baldane Hale</u>
71	_____	Financial _____ Personal	<u>P.O. Box 949</u>
600	_____	Property Reports and late filing penalties	<u>Annapolis, MD 21404</u>
70	<u>\$10.00</u>	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

NOTE:

1 Documents on 1 checks

2468 2911

APPROVED BY: RMC

LIBER 35 PAGE 294

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
LANHAM CENTER LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 8, 1992 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

M1844968

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
BALD AND HALE
P.O. BOX 947
ANNAPOLIS

MD 21404

114C3060982

A 408721



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 295

Returned to: Diane Halt, Pepper, Hamilton, 1300 19th. st. N.W., Washington, DC 20036-1685, June 18, 1993

DEC 17 '92 16:39 PH&S WASHINGTON, DC

P.4/4

STATE DEPARTMENT OF REVENUE
TAX SERVICE

CERTIFICATE OF AMENDMENT

12/18/92 THE GREENS AT HILTON RUN II LIMITED PARTNERSHIP
439P

The Greens at Hilton Run II Limited Partnership II Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is The Greens at Hilton Run II Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

December 1992. WITNESS the following signatures this 17th day of

C/E Development, Inc.

BY: Frederic F. Case
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern
Cablevision of Corbin)

BY: Thomas C. Kile
Thomas C. Kile, Secretary

Whitcomb.103740.41HLL11001.AM

23538495
2470 2619

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 70
M2435683 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Miam Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	<u>Pepper, Hamilton</u>
98	_____	LLC Amend, Diss, Continuation	<u>1300-19th St NW</u>
97	_____	LLC Cancellation	<u>Wash DC 20036-1685</u>
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

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

TOTAL FEES 80 _____ Check _____ Cash _____ NOTE:
2 Documents on 1 check Must read
APPROVED BY: [Signature] LIBER 35 PAGE 31 3470 2620

CERTIFICATE OF AMENDMENT
OF
THE GREENS AT HILTON RUN II LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 18, 1992 AT 4:39 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2435683

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
DIANE HALT
PEPPER, HAMILTON
1300 19TH ST., N.W.
WASHINGTON

DC 20036 1685

119C3061771

A 409395



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3470 2618

LIBER

35 PAGE 298

Returned to: Diane Halt, Pepper, Hamilton, 1300 19th. St. N. W. Washington, DC 20036-1685, June 18, 1993

DEC 17 '92 16:38 PH&S WASHINGTON, DC

P.3/4

CERTIFICATE OF AMENDMENT

BRITTINGHAM SQUARE LIMITED PARTNERSHIP *439P*
12-18-92

ds
Brittingham Square Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is Brittingham Square Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202. ✓

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

December, 1992. WITNESS the following signatures this 17th day of

C/E Development, Inc.

BY: *Frederic F. Case*
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: *Thomas C. Kile*
Thomas C. Kile, Secretary

[white].103740.43BR117001.AMM

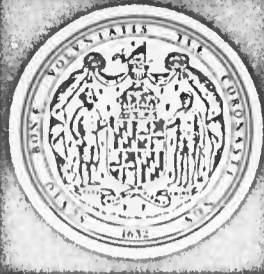
3470 2622

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 70
M 2999811 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Principal Office
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	<u>Deane Holt</u>
		late filing penalties	<u>Pepper, Hamilton</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>1300 - 19th St NW</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Wash DC 20036</u>
99	_____	Art. of Organization (LLC)	<u>1685</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 80

_____ Check _____ Cash NOTE:

2 Documents on 1 Mastercard

APPROVED BY: [Signature]

Cheryl LIBER 35 PAGE 300

3470 2623

CERTIFICATE OF AMENDMENT
OF
BRITTINGHAM SQUARE LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 18, 1992 AT 4:39 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 50.00

\$ _____

M2999811

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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:
DIANE HALT
PEPPER, HAMILTON
1300 19TH ST., N.W.
WASHINGTON

DC 20036 1685

119C3061772

A 409396



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3470 2621

LIBER

35 PAGE 301

Examined and Returned to Wheeler, Thompson, Parker & Counts, Attn: David C. Mielke, Esq., 129 N. Washington St., P.O. Box 1209, Easton, MD 21601
July 20, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF AMENDMENT
AND RESTATEMENT OF

APPROVED FOR RECORD

2/16/93 at 10:32

WYE TREE EXPERTS, INC.
(A Close Corporation)

RECEIVED

WYE TREE EXPERTS, INC., a Maryland close corporation, having its principal office at Rt. 50 at Skipton, P.O. Box 6, Wye Mills, Maryland 21679 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: That the Corporation desires to amend and restate the Articles of Incorporation of the Corporation (the "Charter") currently in effect.

SECOND: That the Articles are hereby amended and restated by striking the Charter in its entirety and in its place substituting the following:

"FIRST: The name of the Corporation (which is herein-after called the Corporation) is:

WYE TREE EXPERTS, INC.

SECOND: The Corporation elects to be a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To operate a general business for the planting, care and maintenance of trees, shrubs and lawns, and to provide related landscaping services;

(b) To acquire, hold, mortgage, sell or in any manner encumber or dispose of real property, goods, equipment or any other type of property; and

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

The Corporation shall also have all of 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 purpose.

FOURTH: The address of the principal office of the Corporation is Rt. 50 at Skipton, P.O. Box 6, Wye Mills, Maryland 21679. The resident agent of the Corporation is John

30478371

7489 1994



A. Butler, Route 50 at Skipton, P.O. Box 6, Wye Mills, Maryland 21679.

FIFTH: The Corporation has authority to issue 5,000 shares of stock, all of one class, called 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. The names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are John A. Butler and Sharon S. Butler.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified under the Corporations and Associations Article of the Annotated Code of Maryland, but shall not be required to purchase or maintain insurance on behalf of such persons.

EIGHTH: These Articles of Amendment and Restatement were advised by the Corporation's Board of Directors and approved by the Corporation's sole stockholder."

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf this ___ day of December, 1992 by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under the penalties of perjury, all matters and facts contained in these Articles are true and correct in all material respects.

ATTEST:

WYE TREE EXPERTS, INC.

Sharon S. Butler
Sharon S. Butler, Secretary

By: John A. Butler
John A. Butler, 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

J.M.

DOCUMENT CODE 13 BUSINESS CODE _____ COUNTY 70
D0248781 P.A. _____ Religious Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- Other Change to a close corp

CODE _____

ATTENTION: David C. Mielke, Esq.

MAIL TO ADDRESS: Wheeler's Thompson, Parker + Counts
129 N. Washington Street
P.O. Box 1209
Easton, MD 21601

TOTAL FEES 20 Check _____ Cash

_____ Documents on POA checks

APPROVED BY: POA

LIBER 35 PAGE 304

NOTE: Change to a close corp 2489 199

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
WYE TREE EXPERTS, INC.

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

OF MARYLAND FEBRUARY 16, 1993 AT 10:32 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

\$ _____

RECORDING
FEE PAID.

\$ 20.00

SPECIAL
FEE PAID.

\$ _____

00248781

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WHEELER, THOMPSON, PARKE & COUNTS
ATTN: DAVID C. MIELKE, ESQ.
129 N. WASHINGTON ST.
P.O. BOX 1209
EASTON MD 21601

162C3068132

A 415108



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3488-1983

LIBER 35 PAGE 305

COUSINS, LLC. 2-18-93 856a

A Maryland Limited Liability Company,
Organized Pursuant to Title 4A of the
Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF ORGANIZATION

FIRST: I, David Weston Gregory, whose address is 115 Lawyers Row, Centreville, Maryland 21617, being at least eighteen (18) years of age, hereby form a limited liability company under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Limited Liability Company is Cousins, LLC.

THIRD: The latest date on which this Limited Liability Company is to dissolve is January 31, 2075.

FOURTH: The purposes for which this Limited Liability Company is formed are:

(1) To own, lease, mortgage, deed, purchase, convey, to otherwise operate both commercial and residential real estate.

(2) To do anything permitted by Section 4A-203 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 Limited Liability Company in this State is 9171 Deep Water Point Road, St. Michaels, Maryland 21663.

SIXTH: The name and address of the Resident Agent of the Limited Liability Company is James H. Bittorf, 24599 Long Haul Road, St. Michaels, Maryland 21663. Said Resident Agent is an individual actually a resident of and resides in this State.

SEVENTH: That the authority of the members to act for the Limited Liability Company solely by virtue of their being members is limited.

IN WITNESS WHEREOF, I have signed these Article of Organization this 16th day of February, 1993, and I acknowledge the same to my act.

WITNESS:

Deborah P. Travers

David Weston Gregory
DAVID WESTON GREGORY

30498840

93 FEB 18 PM 8 56

RECEIVED

7493 0692

LIBER 35 PAGE 306

Examined and Returned to David Gregory, 115 Lawyers Row, Centreville, MD 21617 July 20, 1993

20

STATE OF MARYLAND

TO WIT:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 16th day of February, 1993, before me, the subscriber, a Notary Public as aforesaid, personally appeared David Weston Gregory, and he did acknowledge the foregoing Articles of Organization to be his act and deed and he did execute the same for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

Deborah P. Travers
NOTARY PUBLIC
My Commission Expires: 4/1/95

BITTORF.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 40 BUSINESS CODE _____ COUNTY 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	<u>David Gregory</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	<u>50</u>	Art. of Organization (LLC)	<u>115 Lawyers Row</u>
98	_____	LLC Amend, Diss, Continuation	<u>Centreville Md</u>
97	_____	LLC Cancellation	<u>21617</u>
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 50

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 308

3489 0595

STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF ORGANIZATION

OF

COUSINS, LLC

ARTICLES OF ORGANIZATION
OF
COUSINS, LLC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 18, 1993 AT 8:56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 50.00

\$ _____

W3602224

TO THE CLERK OF THE COURT OF TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 GREGORY
115 LAWYERS ROW
CENTREVILLE

MD 21617

161C3067966

A 414956



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

LIBER 35 PAGE 309 MARYLAND IN LIBER, FOLIO.

Examined and Returned to Todd Vaughan, 120 North West Street, Easton, MD 21601 July 20, 1993

90

STATE DEPARTMENT OF ASSESMENT AND TAXATION

APPROVED FOR RECORD

2/16/93 at 156P

1993 FEB 16 11:56

DUNVEGAN, LTD.
A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Articles of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Lynette A. Macleod, whose post office address is 120 North West Street, Easton, Maryland 21601, 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 Dunvegan, 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 Engage in building houses and to engage in any other lawful purpose and business;
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 120 North West Street, Easton, Maryland 21601. The name and post office address of the Resident Agent of the Corporation in this State are Todd K. Vaughan, 120 North West Street, Easton, Maryland 21601. Said Resident Agent is an individual actually residing in this State.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16 day of February, 1993 and I acknowledge the same to be my act.

Lynette A. Macleod
Lynette A. Macleod

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 Jm BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) JM _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent and Resident Agent's Address
54	_____	For. Supplemental Cert.	_____ Other Change _____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and late filing penalties	<u>Todd Vaughan</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>120 North West St</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Easton Md 21601</u>
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JM

LIBER 35 PAGE 311

7488 1911

ARTICLES OF INCORPORATION
OF
DUNVEGAN, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 16, 1993 AT 1:56 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3599032

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
TODD VAUGHAN
120 NORTH WEST STREET
EASTON MD 21601



158C3067633

A 414693

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2498 1993

AND TAXATION OF MARYLAND IN LIBER. FOLIO
LIBER 35 PAGE 312

STATE OF MARYLAND

WINDY HILL LANDSCAPING & DESIGN, INC.



Department of Assessments and Taxation

STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

DEPARTMENT OF ASSESSMENTS AND TAXATION

RECEIVED
'93 FEB 11 AM 8 30

APPROVED FOR PAYMENT
2/11/93 at 8:30 a.m.

ARTICLES OF INCORPORATION
OF
WINDY HILL LANDSCAPING & DESIGN, INC.

FIRST: I, BRADFORD L. DECKER, whose post office address is 31696 Windy Lane, Trappe, Maryland 21673, being at least eighteen (18) years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is WINDY HILL LANDSCAPING & DESIGN, INC. ("Corporation").

THIRD: The purposes for which the Corporation is formed are to engage in the business of providing landscaping and design services to the public and to engage in any other lawful business which the Board of Directors may authorize. 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 attains its purposes.

FOURTH: The post office address of the principal office of the Corporation is 31696 Windy Lane, Trappe, Maryland 21673. The name and address of the resident agent are Bradford L. Decker, 31696 Windy Lane, Trappe, Maryland 21673.

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 the Common Stock is One Hundred Thousand Dollars (\$100,000.00).

Examined and Returned to Bradford L. Decker, 31696 Windy Lane, Trappe, Maryland 21673 July 20, 1993

3482 1748

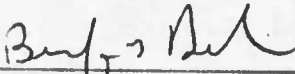
30428186

BYRON WESTON
XEROGRAPHIC
MINEN RECORD-1993

SIXTH: The number of Directors of the Corporation shall be one (1) until changed as provided by the By-Laws of the Corporation. The name of the individual who will serve as Sole Director until the first annual meeting of the stockholders and until his successor is elected and qualify is Bradford L. Decker.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 9 day of Feb., 1993.



BRADFORD L. DECKER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent
51		Foreign Name Registration	_____ Address
13		_____ Certified Copy _____	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		For. Supplemental Cert.	_____ and Resident Agent's Address
53		Foreign Resolution	_____ Other Change _____
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Bradford</u>
		late filing penalties	<u>L. Decker, 31696</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
99		Art. of Organization (LLC)	<u>Windy Lane</u>
98		LLC Amend, Diss, Continuation	<u>Trappe, Md 21673</u>
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40 Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT LIBER 35 PAGE 315

3488 1751

ARTICLES OF INCORPORATION
OF
WINDY HILL LANDSCAPING & DESIGN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 11, 1993 AT 8:30 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:

\$

D3598505

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
BRADFORD L. DECKER
31696 WINDY LANE
TRAPPE

MD 21673

157C3067592

A 414668



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 316

'93 FEB 9 AM 8 39

FIRST FRAME GRAPHICS, INC.

A Close Corporation Under Title 4

Articles of Incorporation

FIRST: The undersigned, Gretchen S. Judd, whose post office address is, 609 Hardin Street, Easton, Maryland, 21601, being 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, which hereinafter called the Corporation, is First Frame Graphics, Inc.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4.

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

- (a) To provide reprographic services to the public.
- (b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment in real or personal property necessary for the rendering of services specific above.
- (c) To do such acts and carry on such business as may be necessary to provide services as state in (a) above.
- (d) To engage in any enterprise not in conflict with Local, State, or Federal Statutes.

FIFTH: The post office address of the principle office of the Corporation is Talbottown Shopping Center, Easton, Maryland, 21601. The name and post office address of the resident agent is, Gretchen S. Judd, 609 Hardin Street, Easton, Maryland, 21601. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1000) shares with a par value of One Dollar (\$ 1.00) per share, all of one class designated a Common Stock and having an aggregate par value of One Thousand (\$1000) Dollars.

SEVENTH: After completion of the organization meeting of the directors and the issuance of one or more stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Gretchen S. Judd.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF: I have signed these Articles of Incorporation on this 20th day of January 1993, and severly acknowledge the same to be my act.

Gretchen S. Judd

Gretchen S. Judd

Notary Public for the State of Maryland
Jan. 29 1993
County of Talbot State of Maryland
Janel H. H. H.
My Comm. Expires August 3, 1994

30-99297
Examined and Returned to Gretchen S. Judd, Talbottown Shopping Center, Easton, MD 21601 July 20, 1993

STATE DEPARTMENT OF REGISTRATION

2-9-93 at 8:39 A.M.

RECEIVED
'93 FEB 02 AM 9 14

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51		Foreign Name Registration	_____ Resignation of Resident Agent
13		_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56		Penalty	_____ Other Change _____
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	MAIL TO ADDRESS: <u>Gretchen S.</u>
70		Change of P.O., R.A. or R.A.A.	<u>Judd First Frame</u>
91		Amend/Cancellation, For. Limited Part.	
99		Art. of Organization (LLC)	<u>Graphicco Talbottown</u>
98		LLC Amend, Diss, Continuation	<u>Shopping Ctr. Easton,</u>
97		LLC Cancellation	<u>MD 2160P</u>
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: AMT

3487 0283

ARTICLES OF INCORPORATION
OF
FIRST FRAME GRAPHICS, INC.

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

OF MARYLAND FEBRUARY 9, 1993 AT 8:39 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:

\$

D3597234

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
GRETCHEN S. JUDD
TALBOTTOWN SHOPPING CENTER
EASTON MD 21601

156C3067405

A 414508



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS,

3487-0281

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 319

Returned to Laura E. Murphy, 619 S. Washington St., Easton, Md. July 21, 1993

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-1993

STATE DEPARTMENT OF ASSESSMENTS

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

APPROVED FOR LAYMENT

2/9/93 8:35a

FIRST: The undersigned Mrs. Laura E. Murphy, P.N.G., 619 S. Washington St., Mrs. Pauline T. Morgan, P.N.G., 705 South Street, Mrs. Evelyne M. Hurt, P.N.G., 244 Brookwood Avenue, EASTON, MD. 21601 whose address is _____

_____ 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 Miller Rebekah Lodge No. 65, Incorporated

THIRD: The purposes for which the corporation is formed are as follows: Odd Fellowship (Rebekahs) is a Fraternal Organization that does charitable work on various projects in the community.

FOURTH: The post office address of the principal office of the corporation in Maryland is 30408322
Miller Rebekah Lodge No. 65
Dover & Washington Sts., Easton, MD 21601

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are _____
Laura E. Murphy, 619 S. Washington Street, Easton, MD. 21601

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 _____
Laura E. Murphy, Pauline T. Morgan, Evelyne M. Hurt

EIGHTH: No provisions are desired.

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:
Laura E. Murphy
619 S. Washington Street
Easton, Maryland 21601

SIGNATURE(S)
Laura E. Murphy
Pauline T. Morgan
Evelyne M. Hurt

1486 2868

ATS-115

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-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 0239 BUSINESS CODE 04 COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent
51		Foreign Name Registration	_____ Address
13		_____ Certified Copy _____	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		For. Supplemental Cert.	_____ and Resident Agent's Address
53		Foreign Resolution	_____ Other Change _____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	_____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	_____
		late filing penalties	_____
70		Change of P.O., R.A. or R.A.A.	<u>Laura E. Murphy</u>
91		Amend/Cancellation, For. Limited Part.	_____
99		Art. of Organization (LLC)	_____
98		LLC Amend, Diss, Continuation	<u>619 S. Washington</u>
97		LLC Cancellation	<u>Street</u>
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	<u>Easton, Md 21601</u>
		Other _____	_____

TOTAL FEES 40 Check _____ Cash

Documents on _____ checks

APPROVED BY: HA

NOTE:

2486 2870

ARTICLES OF INCORPORATION
OF
MILLER REBEKAH LODGE NO. 65, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 9, 1993 AT 8:35 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:

\$

D3596673

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
LAURA E. MURPHY
619 S. WASHINGTON STREET
EASTON MD 21601

156C3067349

A 414456



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 322

7486 2857

Examined and Returned to Miles & Stockbridge, Attn: Ron Lee, 10 Light Street, Baltimore, MD 21202 July 20, 1993

STATE DEPARTMENT OF ASSESSMENTS
ARTICLES OF VOLUNTARY DISSOLUTION AND TAXATION

OF

APPROVED FOR RECORD

GROUNDWORKS, INC. 02-10-93 at 12:40 .m.

A Maryland Close Corporation

RECEIVED
OCT 3 PM 2 03
STATE DEPT. OF
ASSESSMENTS & TAXATION

Groundworks, Inc., a Maryland close corporation, having its principal office in Talbot County, Maryland (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 5814 Irish Creek Road, Royal Oak, Maryland 21662.

THIRD: The name and address of a Resident Agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is John C. Miller, 5814 Irish Creek Road, Royal Oak, Maryland 21662.

FOURTH: The Corporation is a Maryland close corporation and as such has elected to have no Board of Directors.

FIFTH: The name, title and address of each officer of the Corporation are as follows: John C. Miller holds the offices of President, Secretary and Treasurer and his address is 5814 Irish Creek Road, Royal Oak, Maryland 21662.

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 an Informal Action of the Sole Stockholder By Written Consent, deemed advisable and duly approved by the affirmative vote of all votes entitled to be cast on the matter by the sole Stockholder of the Corporation, acting in its capacity as a stockholder and as a result of the Corporation's election to have no Board of Directors in lieu of a Board of Directors.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided for by §3-407(c)(2) of the

7485 2277

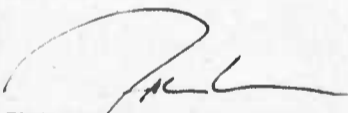
XEROGRAPHIC
LINEN RECORD-1993

Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

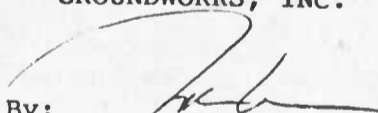
IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 2nd day of December, 1992, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

GROUNDWORKS, INC.



John C. Miller, Secretary



By: John C. Miller, President (SEAL)

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-1993



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

GROUNDWORKS, INC.

have been paid.

WITNESS my hand and official seal this

29TH day of JANUARY A.D. 1993 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

LIBER 35 PAGE 325

3495 2275

MY TELEPHONE NUMBER IS:

COT/GAD-409

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

AN EQUAL OPPORTUNITY EMPLOYER

BYRON WESTON

AFFIDAVIT


I, JOHN C. MILLER, hereby certify to the Maryland State Department of Assessments and Taxation that the following statements are true and accurate:

1. I am the sole stockholder, President, Secretary and Treasurer of GroundWorks, Inc., a Maryland close corporation (the "Corporation") and have personal knowledge of the facts herein stated.

2. Although the Corporation was incorporated on July 22, 1991, the Corporation never engaged in any business and I continued to operate my landscaping business as a sole proprietorship.

3. As of December 31, 1991 and December 31, 1992, the Corporation owned no personal property.

I SOLEMNLY AFFIRM under the penalties of perjury that the contents of the foregoing paper are true to the best of my knowledge, information and belief.



JOHN C. MILLER

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY that on this 9th day of February, 1993, before me, the undersigned, a Notary Public of the State of Maryland personally appeared JOHN C. MILLER, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the foregoing instrument for the purpose herein contained.

WITNESS my hand and notarial seal.



Notary Public

My Commission Expires: 9/1/94

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 19 Jan ✓ BUSINESS CODE 03 COUNTY 70
D3256252 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	<u>30</u>	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE <u>045</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: <u>Ron Lee</u>
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 80 Check Cash

Documents on _____ checks

APPROVED BY: [Signature]

NOTE: 2495 2237

THE ARTICLES OF DISSOLUTION
OF
GROUNDWORKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 10, 1993 AT 12:40 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

03256252

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BYRON WESTON
X
K
LINE
RETURN TO:
MILES & STOCKBRIDGE
ATTN: RON LEE
10 LIGHT STREET
BALTIMORE

MD 21202

155C3067263

A 414372



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 328

2495 2272

Examined and Returned to Ray Earnest, Esq., 117 Bay St., Easton, MD 21601-2703 July 20, 1993

2-4-93 900a

ACADEMY OF THE ARTS, EASTON, MARYLAND, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

The Academy of the Arts, Easton, Maryland, Inc., a Maryland non-stock corporation having its principal office in Easton, Maryland, desires to amend and restate its charter pursuant to Section 2-609 of the Corporations & Associations Article of the Annotated Code of Maryland. It hereby certifies to the State Department of Assessments & Taxation that, in accordance with the original Articles of Incorporation, these Articles of Amendment and Restatement have been approved upon recommendation of the Council by a majority of each class of members of the Academy entitled to vote thereon.

THIS IS TO CERTIFY:

FIRST: That in September, 1958, A. Brittain Banghart, whose post office address was Clifton, Easton, Maryland; Lee Lawrie, whose post office address was Locust Lane Farm, Easton, Maryland, and Charles Newton, whose post office address was 204 Earle Avenue, Easton, Maryland, all being at least twenty-one (21) years of age, did under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate themselves with the intention of forming a corporation by the execution and filing of the original Articles of Incorporation of The Academy of the Arts, Easton, Maryland, Inc.

SECOND: That the name of the Corporation (which is

BYRON WESTON
XEROGRAPHIC
INDEX RECORD-1993

hereinafter called "The Academy") is:

ACADEMY OF THE ARTS, EASTON, MARYLAND, INC.

THIRD: The purposes for which The Academy is formed are as follows:

To operate a non-profit organization, no part of the net earnings of which shall inure to the benefit of any officer, member, shareholder, or other individual, and which shall be dedicated to spreading knowledge of all the arts, fostering an appreciation of all the arts, and encouraging the production of all the arts, including architecture, painting, sculpture, graphic arts, drama, music, literature and creative artistic crafts.

For the general purposes aforesaid, and limited to those purposes, The Academy shall have the following powers and purposes:

(a) To raise funds by public or private solicitation, by conducting exhibits, shows or similar activities, by participation in United Fund or Community Chest activities, or otherwise.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real and/or personal property of every type and description.

(c) To borrow or otherwise raise money for any of the purposes of The Academy, and to issue bonds, debentures, notes or other obligations of any nature and in

3485 2215

-2-

any manner permitted by law for money so borrowed.

The foregoing enumeration of the purposes, powers and objects of The Academy is made in furtherance and not in limitation of the powers conferred upon The Academy by law, and is not intended by the mention of any particular purpose or object in any manner to limit or restrict the generality of any other purposes or object mentioned, or to limit or restrict any of the powers of The Academy, except that The Academy shall at all times adhere to the general purpose of operating a non-profit cultural and educational organization.

FOURTH: The post office address of the principal office of The Academy in this State is 106 South Street, Easton, Maryland 21601. The resident agent of The Academy is Richard Droege, Rt. 1, Box 6Y, St. Michaels, Maryland 21663, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH: The Academy is not authorized to issue any capital stock. Persons may become members of The Academy, and resign or be removed as provided in the By-Laws, which may prescribe one or more classes of members, and the rights, powers, duties and obligations of each class.

SIXTH: The Academy shall be governed and managed by a Board of Trustees, consisting of its officers and additional members. The size of the Board of Trustees may be regulated by the By-Laws. Officers and other members of the Board of Trustees shall be elected at such time and place, in such

manner, and for such term as the By-Laws may prescribe.

The Board of Trustees currently has 42 members. The following-named persons now serve as trustees:

Willie Barber	Richard Counts
Joan Cox	John Detwiler
Joyce Doehler	William Duncan
Ray Earnest	Paul Elicker
Roscoe Fields	Richard Granville
Katherine Griswold	Thomas Hill
Martha Hudson	Jean Rauch
Stephanie Trivas	Anne Truitt
Louise Walker	Maxine Whalen
Charles Wheeler	Faith Wootten
Richard Allen	Posey Boicourt
Delia Denny	Susan Dillon
Thomas Duncan	Albert Gipe
Sheryl Kerr	Annabelle Kumins
Henri LaMotte	Anne Robson
Thomas Spann	Joanne Thompson
Nancy Waxter	Derek Weatherley
Timothy Wyman	Candace Backus
Margaretta Calvert	Mitchell Fry
Richard Hess	Paul Makosky
Sumner Parker	Katherine Sailer
Robert Shannahan	Dana Smith
Phyllis Stokes	Mary Stuart Uhl
Moorhead Vermilye	Campbell Wright
Arnold Lehman	Peter Black

SEVENTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Academy, its trustees and members.

(1) No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Academy 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 Academy shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Academy 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 Academy 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 provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Academy, dispose of all of the assets of the Academy exclusively for the purposes of the Academy either to (a) an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) contributions to which are deductible under

7495 2218

-5-

BYRON WESTON
XEROGRAPHIC
LINE RECORD-1993

sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or to (b) states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the united States or the District of Columbia, but only for charitable purposes. The Board of Trustees shall determine how the Academy's assets will be distributed in accordance with the foregoing sentence. Any of the Academy's assets not so disposed of shall be disposed of by the Circuit Court of Talbot County or such other court sitting in equity in the political subdivision in which the principal office of the Academy is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Academy shall, and hereby does, indemnify (a) its trustees to the full extent permitted 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 trustees; and (c) its officers who are not trustees to such further extent as shall be authorized by the Board of Trustees and be consistent with law; provided, however, the foregoing shall not limit the authority of the Academy to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent

BYRON WESTON
XEROGRAPHIC

permitted for organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no trustee or officer of the Academy shall be personally liable to the Academy or its members for money damages; provided, however, that the foregoing limitation of trustee and officer liability shall only be to the extent permitted for organizations which are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of these Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to trustees and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) During any fiscal year of the Academy that it is

3495 2220

determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

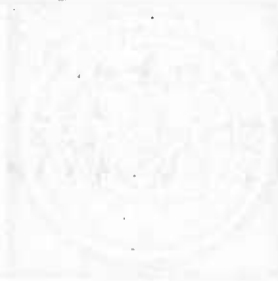
(a) The Academy shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Academy shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Academy 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 future United States Internal Revenue Law).

(d) The Academy 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 the corresponding provisions of any future United States Internal Revenue Law).

(e) The Academy shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).



13
1700-11-11

(6) The Academy retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Academy are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Trustees 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 these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Trustees under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law for any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under

sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

EIGHTH: These Articles of Incorporation may be amended by majority vote of the members of the Board of Trustees present at any meeting of the Board so long as those present constitute a quorum and so long as notice of the proposed amendment has been sent to all members of the Board at least 20 days in advance of the meeting.

IN WITNESS WHEREOF, the Academy of the Arts, Easton, Maryland, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary.

WITNESS

Janalyn Smith
Secretary

ACADEMY OF THE ARTS,
EASTON, MARYLAND, INC.

By: Ban W. Cox
, President

THE UNDERSIGNED, President of the Academy of the Arts, Easton, Maryland, Inc. who executed on behalf of the Academy the foregoing Articles of Amendment and Restatement (of which this certificate is made a part) hereby acknowledges, in the name and on behalf of the Academy, the foregoing Articles of Amendment and Restatement to be the corporate act of the Academy and hereby certifies, under penalties of perjury, 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.

Ban W. Cox
, 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 13 BUSINESS CODE 04 COUNTY 70
0041640 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Principal Office
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	Address _____
13	_____	_____ Certified Copy _____	Resignation of Resident Agent _____
56	_____	Penalty	Designation of Resident Agent _____
54	_____	For. Supplemental Cert.	and Resident Agent's Address _____
53	_____	Foreign Resolution	Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and late filing penalties	<u>Ray Earnest</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>117 Bay St</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Easton Md 21601-2703</u>
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 20 Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 339

NOTE:

3485 2224

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ACADEMY OF THE ARTS, EASTON, MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 4, 1993 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

00041640

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
RAY EARNEST
117 BAY ST.
EASTON

MD 21601 2703

155C3067260

A 414370



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2485 2217

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 340

Examined and Returned to Anthony J. Mohan, Esq., 16 S. Washington St., P.O. Box 1146, Easton, MD 21601-1146 July 20, 1993

STATE DEPARTMENT OF ASSIGNMENTS
AND TAXATION

2/8/93

10:56a.m.

23 FEB 8 AM 10 56

ARTICLES OF INCORPORATION
OF
MATT'S VENDING SERVICE, INC.

FIRST: I, MATTHEW A. FERRARA, whose post office address is 29519 Whitetail Drive, Cordova, Maryland 21625, 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:

"Matt's Vending Service, Inc."

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

- (1) To engage in vending machine drink and snack sales.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 29519 Whitetail Drive, Cordova, Maryland 21625. The name and post office address of the Resident Agent of the Corporation in this State is Matthew A. Ferrara, 29519 Whitetail Drive, Cordova, Maryland 21625. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be decreased or increased pursuant to the By-Laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successor is duly chosen and qualified are: Matthew A. Ferrara and Nancy M. Ferrara

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.

LIBER

35 PAGE 341

30398645

2485 2114

XEROGRAPHIC
LINEN RECORD-1993

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5 day of February, 1993, and under the penalties of perjury I acknowledge the same to be my act and that to the best of my knowledge, information and belief, the matters and facts contained therein are true in all material respects.

Matthew A. Ferrara (SEAL)
Matthew A. Ferrara

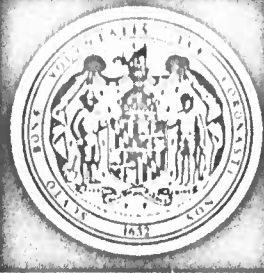
BYRON WESTON
XEROGRAPHIC
LINEN RECORD-1993

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 BUSINESS CODE 03 COUNTY 70
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51		Foreign Name Registration	_____ Resignation of Resident Agent
13		_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56		Penalty	_____ Other Change _____
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	ATTENTION: _____
31		_____ Corp. Good Standing	<u>Anthony J. Mohan</u>
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Law Offices</u>
		late filing penalties	<u>Ewing, Dietz, Turner</u>
70		Change of P.O., R.A. or R.A.A.	<u>et al</u>
91		Amend/Cancellation, For. Limited Part.	<u>16 South Washington</u>
99		Art. of Organization (LLC)	<u>Street, Post Office Box</u>
98		LLC Amend, Diss, Continuation	<u>1146</u>
97		LLC Cancellation	<u>Easton, Md 21601-1146</u>
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3485 2115

ARTICLES OF INCORPORATION
OF
MATT'S VENDING SERVICE, INC.

BYRON WESTON
XEROGRAPHIC
FEBRUARY 8, 1993

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 8, 1993 AT 10:56 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:

\$

D3596145

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ANTHONY J. MOHAN
16 S. WASHINGTON ST.
P.O. BOX 1146
EASTON

MD 21601 1146

155C3067229

A 414355



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2485 2017

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 55 PAGE 344

Examined and Returned to Law Offices Creager & Newhouse, Attn: Dixie C. Newhouse, 200 Eryan Centre, 82 West Washington St.
Hagerstown, MD 21740-4804 July 20, 1993

S & S TRUCKING, INC.

ARTICLES OF AMENDMENT

S & S TRUCKING, INC. a Maryland Corporation, having its principal offices at 717 Salem 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 of the Corporation are hereby amended to indicate that the corporation is "A Close Corporation".

SECOND. The Articles of Incorporation are further hereby amended by striking out in their entirety Articles FIRST, SECOND, THIRD, FOURTH, FIFTH, SIXTH, SEVENTH, EIGHTH and NINTH of the Articles of Incorporation of said Corporation and by substituting in lieu thereof the following:

1. Incorporator. The undersigned Dixie C. Newhouse, whose post office address is 82 W. Washington Street, P.O. Box 1417, Hagerstown, Maryland 21741 being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the Corporation, hereinafter called the Corporation, is:

S & S TRUCKING, INC.

3. Close Corporation. The corporation shall be a close corporation as authorized by the Corporations and Associations Article (Section 4 101 et. seq.) of the Maryland Code.

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

5. Registered office and agent. The post office address of the principal office of the Corporation in Maryland is 717 Salem Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident AGent is a Maryland Corporation.

6. Capital stock. The total number of shares of stock which the Corporation has authority to issue is 5000 shares without part value, all of one class.

7. Election to have No Board of Directors. After completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is John Saunders.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2-4-93 at 1:11 P.m.

LIBER

35 PAGE 345

30388093 1993

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

THIRD. That the Board of Directors of the Corporation at a meeting duly convened and held on January 25, 1993, duly adopted the amendment of the Articles of Incorporation of the Corporation hereinabove set forth by vote of a majority of the entire Board of Directors.

FOURTH That at the time of the adoption of the amendment of the Articles of Incorporation by vote of a majority of the entire Board of Directors as hereinabove set forth, there was no shares of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, S & S TRUCKING, INC., has caused this Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 3 day of January 1993, and its President acknowledges that these Articles of Amendment are the act and deed of S & S TRUCKING, INC., and under the penalties of perjury tha 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.

S & S TRUCKING, INC.

By John Saunders
John Saunders President

ATTEST:

Beverly Saunders
Beverly Saunders Secretary

Corporate Seal

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-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 09 BUSINESS CODE _____ COUNTY 70
D 2957447 P.A. _____ Religious Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	<input checked="" type="checkbox"/> and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change <u>to a close corp</u>
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: <u>Dixie C Newhouse</u>
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: <u>Law Offices</u>
	_____	Property Reports and _____	<u>Creeger & Newhouse</u>
	_____	late filing penalties	<u>P.O. Suite 500 Bryan</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Centre 02 West Washington</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Street Hagerstown,</u>
99	_____	Art. of Organization (LLC)	<u>Maryland 21740-4804</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 20 Check _____ Cash

Documents on Per checks

APPROVED BY: _____ LIBER 35 PAGE 347

NOTE: change status to close corp 7484 1599

ARTICLES OF AMENDMENT
OF
S & S TRUCKING, INC.

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-1993

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 4, 1993 AT 1:11 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2957447

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 CREAGER & NEWHOUSE
ATTN: DIXIE C. NEWHOUSE
200 ERYAN CENTRE
82 WEST WASHINGTON ST.
HAGERSTOWN MD 21740 4804

153C3066839

A 414062



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3484 1595

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 348

Examined and Returned to James Griswold, Esq., P.O. Box 767, St. Michaels, MD 21663 July 20, 1993

JS

02-05-1993 03:57PM FROM 410 822 4787 TO 14103337097 P.02

525 POPLAR STREET, INC.

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

2/5/93 at 357p

THIS IS TO CERTIFY:

FIRST: That I, JAMES R. GRISWOLD, whose address is 210 West Chew Avenue, P.O. Box 767, St. Michaels, Maryland 21663, 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 called the "Corporation") is:

525 POPLAR STREET, 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 buy, sell, lease and otherwise trade in real property and to engage in any other related 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 address of the principal office of the Corporation in this State is c/o Ward, Weaver and Mavity, 117 Bay Street, Easton, Talbot County, Maryland. The name and the address of the Resident Agent of the Corporation in this State are Joseph M. Weaver, Jr., 117 Bay Street, Easton,

✓

3484 0696

Maryland 21601. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

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 James R. Griswold.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to

STATE OF MARYLAND
DEPARTMENT OF REVENUE
TAX COLLECTION DIVISION
P.O. BOX 34
ANNAPOLIS, MARYLAND 21403



STATE OF MARYLAND
WILLIAM DONALDSON
Governor
EDWIN W. BAKER
Lieutenant Governor
JAMES M. BAKER
Comptroller General
JAMES M. BAKER
Secretary of State

02-05-1993 03:57PM FROM 410 822 4787 TO 14103337097 P.04

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of February, 1993, and I acknowledge the same to be my act.

WITNESS:

Nancy S. Matthews James R. Griswold (SEAL)
James R. Griswold

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>James Griswald</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>PO Box 767</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>A Michaels Md</u>
99	_____	Art. of Organization (LLC)	<u>21663</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 70
Mastercard Check _____ Cash _____

Documents on _____ checks _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
525 POPLAR STREET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 5, 1993 AT 3:57 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3591674

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 GRISHOLD
P.O. BOX 767
ST. MICHAELS

MD 21663

153C306688

A 413934



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2484 0655

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 353

Examined and Returned to Miles & Stockbridge, 10 Light Street, Baltimore, MD 21202 July 20, 1993

Handwritten initials

ARTICLES OF ORGANIZATION OF
BAY STREET VENTURE LLC

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2-3-93 at 1:15 p.m.

FIRST: I, Henry J. Suelau, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, being authorized so to do by all of the initial members, hereby form a limited liability company (the "LLC") pursuant to Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the LLC is "Bay Street Venture LLC".

THIRD: The LLC shall have a term beginning on the date these Articles of Organization are filed and received for record by the State Department of Assessments and Taxation of Maryland and shall continue in full force and effect until December 31, 2042, the latest date upon which the LLC is to dissolve, unless sooner dissolved pursuant to the terms of the Operating Agreement between the members, as it may be amended from time to time.

FOURTH: The purposes for which the LLC is formed are to acquire, own, operate, manage, develop, lease, finance, refinance, hold, sell and otherwise deal with real estate and to engage in any other lawful business. The LLC shall also have all the general powers granted by law to Maryland limited liability companies and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FIFTH: The address of the principal office of the LLC is 302 Bay Street, P.O. Box 1795, Easton, Maryland 21601. The name

C:\DOC51\BAY.ST\ART.ORG
2/ 3/93 10:11am

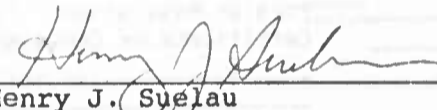
3483 2072

and address of the resident agent of the LLC are E. Stephen Whelan
302 Bay Street, P.O. Box 1795, Easton, Maryland 21601.

SIXTH: The LLC has and shall continue to have at least
two (2) members during the term of its existence.

SEVENTH: The authority of the members of the LLC to act
for the LLC solely by virtue of their being members is limited.

I acknowledge these Articles of Organization to be my
act, duly authorized by all of the initial members of the LLC, this
3rd day of February, 1993.


Henry J. Suelau

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE <u>045</u>
83	_____	Cert. Limited Partnership	ATTENTION: <u>Henry Szelaw</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	_____
		late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	<u>50</u>	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 80
 Check _____ Cash _____

Documents on _____ checks _____

APPROVED BY: [Signature] LIBER 35 PAGE 356

NOTE: 2483 209

ARTICLES OF ORGANIZATION
OF
BAY STREET VENTURE LLC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 3, 1993 AT 1:15 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ _____
RECORDING FEE PAID: \$ 50.00
SPECIAL FEE PAID: \$ _____

W3590130

TO THE CLERK OF THE COURT OF TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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
10 LIGHT STREET
BALTIMORE MD 21202

152C3066567

A 413858



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3493 2077

LIBER 35 AND TAXATION OF MARYLAND IN LIBER, FOLIO.
PAGE 357

Examined and Returned to Dunnells, Duvall & Porter, Attn: Eileen Ferrara, 2100 Pennsylvania Ave., N.W., Washington, DC 20037
July 20, 1993

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHESAPEAKE VILLAGE ASSOCIATES LIMITED PARTNERSHIP**

RECEIVED
03 JUN 29 09 10 15

1. The name of the partnership is Chesapeake Village Associates Limited Partnership ("Partnership"), a Maryland limited partnership.
2. A Certificate of Limited Partnership was filed on April 12, 1988 with the State Department of Assessments and Taxation.
3. The address of Glen Investors, Inc., the Managing General Partner of the Partnership, and of Limited Partners Cheryl McArthur, Alan Glen, William Glen and Nicholas McDonough, has been changed to:

8400 Westpark Drive
Suite 500
McLean, Virginia 22102

Dated: ~~November 15, 1992~~
January 15, 1993

FOR RECORD
1-29-93 10:12 A.M.

**CHESAPEAKE VILLAGE ASSOCIATES LIMITED
PARTNERSHIP**

By: Glen Investors, Inc.
Managing General Partner

By: [Signature]
Nicholas McDonough, Vice President

30238533

30238515

R:\wp\3305-0194-Chesap.AM1

3483 1754

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 2038

BUSINESS CODE _____

COUNTY 70

M2550051 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE <u>019</u>
84	<u>50</u>	Amendment to Limited Partnership	ATTENTION: <u>Eileen Ferrara</u>
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	MAIL TO ADDRESS: _____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
70	_____	Property Reports and late filing penalties	_____
91	_____	Change of P.O., R.A. or R.A.A.	_____
99	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 50

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 359

3483 1755

CERTIFICATE OF AMENDMENT
OF
CHESAPEAKE VILLAGE ASSOCIATES LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 29, 1993 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 50.00

\$ _____

M2550051

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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:
DUNNELLS, DUVALL & PORTER
ATTN: EILEEN FERRARA
2100 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20037

151C3066518

A 413655



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

7483 1753

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 360

Examined and Returned to Miles & Stockbridge, Attn: Gail Robinson, 10 Light Street, Baltimore, MD 21202 July 20, 1993

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1/1/93 at 12:52 .m.

1993 FEB -1 P 12:52

DRS. GIESKE, BYSSHE & MURRAY, M.D., P.A.

ARTICLES OF AMENDMENT

DRS. GIESKE, BYSSHE & MURRAY, M.D., P.A., a Maryland profes-
sional corporation, having its principal office in Talbot County,
State of Maryland (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 in its entirety and substituting the
following in lieu thereof:

SECOND: The name of the corporation (the
"Corporation") is "Drs. Byshe & Murray, M.D.,
P.A."

SECOND: By Joint Informal Action of the Board of Directors
and Stockholders by Unanimous Written Consent dated as of the 20th
day of January, 1993, taken pursuant to Sections 2-408 and 2-505 of
the Corporations and Associations Article of the Annotated Code of
Maryland, the Board of Directors and Stockholders of the Corpora-
tion advised, approved and adopted the foregoing amendment.

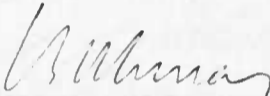
IN WITNESS WHEREOF, Drs. Gieske, Byshe & Murray, M.D., P.A.
has caused these Articles of Amendment to be signed and acknowl-
edged in its name and on its behalf by its President and attested
by its Secretary on this 20th day of January, 1993, and they
acknowledged the same to be the act of said Corporation, and that
to the best of their knowledge, information and belief, all matters

30328741
2483 1734

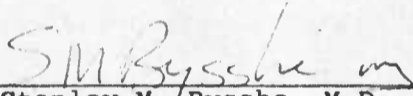
and facts stated herein are true in all material respects, and that
this statement is made under the penalties of perjury.

ATTEST:

DRS. GIESKE, BYSSHE & MURRAY,
M.D., P.A.



Latham B. Murray, M.D.,
Secretary

By:  (SEAL)
Stanley M. Bysshe, M.D.,
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A 38 BUSINESS CODE _____ COUNTY 70
D0858423 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.)	(New Name) <u>Drs. Bysse +</u>
62	<u>20</u>	Rec. Fee (Amendment)	<u>Murray, M.D., P.A.</u>
63	_____	Rec. Fee (Merger, Consol.)	
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE <u>04.5</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: <u>Mail</u>
23	_____	Local Transfer Tax	<u>Robinson</u>
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____ late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
99	_____	Art. of Organization (LLC)	
98	_____	LLC Amend, Diss, Continuation	
97	_____	LLC Cancellation	
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
_____	_____	Other _____	

TOTAL FEES 20 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [Signature]

NOTE:

3483 1736

35-363

ARTICLES OF AMENDMENT
OF
DRS. GIESKE, BYSSHE & MURRAY, M.D., P.A.
CHANGING ITS NAME TO:
DRS. BYSSHE & MURRAY, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 1, 1993 AT 12:52 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D0858423

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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: GAIL ROBINSON
10 LIGHT STREET
BALTIMORE MD 21202

151C3066514

A 413651



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3483 1733

LIBER

35 PAGE 364

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., N.W., Washington, DC 20036-1685 July 20, 1993

CERTIFICATE OF AMENDMENT

1/28/93 945a

THE GREENS AT CONSTANT FRIENDSHIP II LIMITED PARTNERSHIP

The Greens at Constant Friendship II Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is The Greens at Constant Friendship II Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 6 day of June, 1992.

C/E Development, Inc.

BY: Frederic F. Case
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: Thomas C. Kile
Thomas C. Kile, Secretary

3492 0311

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 70
M2712107 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger, Consol.)	
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	
66	_____	Rec. Fee (Revival)	
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Name
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	<input checked="" type="checkbox"/> Change of Resident Agent
13	<u>7</u>	<u>1</u> Certified Copy <u>19</u>	Change of Resident Agent Address
56	_____	Penalty	Resignation of Resident Agent
54	_____	For. Supplemental Cert.	Designation of Resident Agent and Resident Agent's Address
53	_____	Foreign Resolution	Other Change _____
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Diane Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Pepper Hamilton</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>1300-19th St NW</u>
99	_____	Art. of Organization (LLC)	<u>Wash DC 20036-</u>
98	_____	LLC Amend, Diss, Continuation	<u>1685</u>
97	_____	LLC Cancellation	
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 107 Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 366

NOTE: CERTIFIED COPY MADE

3482 0312

STATE OF MARYLAND
WILLIAM DONALDSON JR.
GOVERNOR



Department of Assessments and Taxation
1000 North Enoch Avenue
Annapolis, Maryland 21403
Telephone: 410-326-7000

CERTIFICATE OF AMENDMENT
OF
THE GREENS OF CONSTANT FRIENDSHIP II LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ _____
RECORDING FEE PAID: \$ 50.00
SPECIAL FEE PAID: \$ _____

M2712107

TO THE CLERK OF THE COURT OF TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON DC 20036 1685

147C3065945

A 413302



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7482 0310

LIBER 35 PAGE 367

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., NW, Washington, DC 20036-1685 July 20, 1993

CERTIFICATE OF AMENDMENT

11/28/93

945a

THE GREENS AT CONSTANT FRIENDSHIP I LIMITED PARTNERSHIP

The Greens at Constant Friendship I Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is The Greens at Constant Friendship I Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 16 day of June, 1992.

C/E Development, Inc.

BY: [Signature]
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: [Signature]
Thomas C. Kile, Secretary

RECEIVED
'93 JAN 28 AM 9 45

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 70
M 2684454 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	<u>7</u>	<u>1</u> Certified Copy <u>IP</u>	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Personal	_____
	_____	Property Reports and late filing penalties	MAIL TO ADDRESS: _____
70	_____	Change of P.O., R.A. or R.A.A.	<u>Diane Holt</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Pepper Hamilton</u>
99	_____	Art. of Organization (LLC)	<u>1300-19th St NW</u>
98	_____	LLC Amend, Diss, Continuation	<u>Wash DC 20036-</u>
97	_____	LLC Cancellation	<u>1685</u>
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
	_____	Other	_____

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

TOTAL FEES 107

Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 369

NOTE: 3482 0309
CERTIFIED COPY MADE

BYRON WESTON
XEROGRAPHIC
1993

CERTIFICATE OF AMENDMENT
OF
THE GREENS OF CONSTANT FRIENDSHIP I LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2684454

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065944

A 413301



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3492 0307

LIBCR

AND TAXATION OF MARYLAND IN LIBER, FOLIO.
30 PAGE 310

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., NW, Washington, DC 20036-1685 July 20, 1993

CERTIFICATE OF AMENDMENT

THE GREENS AT CROSS COURT ASSOCIATES LIMITED PARTNERSHIP

1/20/93 945a

The Greens at Cross Court Associates Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is The Greens at Cross Court Associates Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

3. Name and Address of General Partner. Frederic F. Case and Arthur W. Edwards have withdrawn from the Partnership as general partners and have become limited partners, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 16 day of June, 1992.

BY: [Signature]
Frederic F. Case

BY: [Signature]
Arthur W. Edwards

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: [Signature]
Thomas C. Kile, 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 209 BUSINESS CODE _____ COUNTY 70
M 2168060 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Name
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	<input checked="" type="checkbox"/> Change of Resident Agent
13	<u>7</u>	<u>1</u> Certified Copy <u>19</u>	Change of Resident Agent Address
56	_____	Penalty	Resignation of Resident Agent
54	_____	For. Supplemental Cert.	Designation of Resident Agent and Resident Agent's Address
53	_____	Foreign Resolution	Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and late filing penalties	<u>Diane Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Pepper Hamilton</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>1300-19th St NW</u>
99	_____	Art. of Organization (LLC)	<u>Wash DC 20036-</u>
98	_____	LLC Amend, Diss, Continuation	<u>1685</u>
97	_____	LLC Cancellation	
96	<u>1</u>	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
	_____	Other	

TOTAL FEES 107 Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 372

NOTE: CERTIFIED COPY MADE 3482 0306

CERTIFICATE OF AMENDMENT
OF
THE GREENS AT CROSS COURT ASSOCIATES LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2168060

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065943

A 413300



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3482 0704

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 373

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., NW, Washington, DC 20036-1685 July 20, 1993

BYRON WESTON
XEROGRAPHIC
LIBEN RECORD-1993

ms

CERTIFICATE OF AMENDMENT

1/28/93 9452

THE GREENS AT CROSS COURT II LIMITED PARTNERSHIP

The Greens at Cross Court II Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

- 1. Name. The name of the Partnership is The Greens at Cross Court II Limited Partnership.
- 2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601. Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.
- 3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 6 day of June, 1992.

C/E Development, Inc.

BY: Frederic F. Case
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: Thomas C. Kile
Thomas C. Kile, 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 20 BUSINESS CODE _____ COUNTY 70

M 2449783 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	<u>7</u>	<u>1</u> Certified Copy <u>19</u>	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____

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

76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and _____	MAIL TO ADDRESS: _____
	_____	late filing penalties	<u>Diane Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	<u>Pepper Hamilton</u>
99	_____	Art. of Organization (LLC)	<u>1300-19th St NW</u>
98	_____	LLC Amend, Diss, Continuation	<u>Wash DC 20036-</u>
97	_____	LLC Cancellation	<u>1685</u>
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 107

Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 375

NOTE: CERTIFIED COPY MADE 3492 0303

CERTIFICATE OF AMENDMENT
OF
THE GREENS AT CROSS COURT II LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2449783

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065942

A 413299



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3492 0301

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

LIBER

35 PAGE 376

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., NW, Washington, DC, 20036-1685 July 20, 1993



STATE OF MARYLAND
WILLIAM DWIGHT MILLER
COMPTROLLER GENERAL

CERTIFICATE OF AMENDMENT

THE GREENS AT SCHUMAKER POND I LIMITED PARTNERSHIP

1-28-93 945a

The Greens at Schumaker Pond I Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is The Greens at Schumaker Pond I Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 16 day of June, 1992.

C/E Development, Inc.

BY: Frederic F. Case
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: Thomas C. Kile
Thomas C. Kile, 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 200 BUSINESS CODE _____ COUNTY 70
M 2371318 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	<u>7</u>	<u>1</u> Certified Copy <u>1P</u>	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Diane Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Pepper Hamilton</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>1300-19th St NW</u>
99	_____	Art. of Organization (LLC)	<u>Wash DC 20036-</u>
98	_____	LLC Amend, Diss, Continuation	<u>1685</u>
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
	_____	Other _____	_____

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

TOTAL FEES 107 Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 35 PAGE 378

NOTE: CERTIFIED COPY MADE

3492 0300

CERTIFICATE OF AMENDMENT
OF
THE GREENS AT SCHUMAKER POND I LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 50.00

\$ _____

M2371318

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065941

A 413298



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

7482 0299

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 35 PAGE 379

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., NW, Washington, DC 20036-1685 July 20, 1993

M

BYRON WESTON
XEROGRAPHIC

CERTIFICATE OF AMENDMENT

1-28-93 9:45w

THE GREENS AT HILTON RUN I LIMITED PARTNERSHIP

The Greens at Hilton Run I Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is The Greens at Hilton Run I Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202. ✓

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS is the following signatures this 16 day of June, 1992.

C/E Development, Inc.

BY: *F. F. Case*
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern
Cablevision of Corbin)

BY: *Thomas C. Kile*
Thomas C. Kile, Secretary

54926296

[whiteh].103740.4]HILT1001.AMN

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 70
M2435457 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Name
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Principal Office
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>7</u>	<u>1</u> Certified Copy <u>19</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent and Resident Agent's Address
54	_____	For. Supplemental Cert.	_____ Other Change _____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and late filing penalties	MAIL TO ADDRESS: _____
70	_____	Change of P.O., R.A. or R.A.A.	<u>Diane Holt</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Pepper Hamilton</u>
99	_____	Art. of Organization (LLC)	<u>1300-19th St NW</u>
98	_____	LLC Amend, Diss, Continuation	<u>Wash DC 20036-</u>
97	_____	LLC Cancellation	<u>1685</u>
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 107

Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature] LIBER 35 PAGE 381

NOTE: CERTIFIED COPY MADE 3492 0297

CERTIFICATE OF AMENDMENT
OF
THE GREENS AT HILTON RUN I LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2435451

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065940

A 413297



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 382

34820295

Examined and Returned to Pepper, Hamilton, Attn: Diane Holt, 1300-19th St., NW, Washington, DC 20036-1685 July 20, 1993



STATE OF MARYLAND
WILLIAM PENN WAY
COMPTROLLER

CERTIFICATE OF AMENDMENT

FRIENDSHIP VILLAGE III LIMITED PARTNERSHIP

945a
1-28-93

Friendship Village III Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The name of the Partnership is Friendship Village III Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 16 day of June, 1992.

C/E Development, Inc.

BY: Frederic F. Case
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: Thomas C. Kile
Thomas C. Kile, 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 200 BUSINESS CODE _____ COUNTY 70
M 2713881 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Name
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Principal Office
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	Address _____
13	<u>7</u>	<u>1</u> Certified Copy <u>19</u>	Resignation of Resident Agent _____
56	_____	Penalty	Designation of Resident Agent _____
54	_____	For. Supplemental Cert.	and Resident Agent's Address _____
53	_____	Foreign Resolution	Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
60	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	<u>Diane Holt</u>
	_____	late filing penalties	<u>Pepper Hamilton</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>1300-19th St NW</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Wash DC 20036-</u>
99	_____	Art. of Organization (LLC)	<u>1685</u>
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 107 Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

NOTE: CERTIFIED COPY MAIL 3492 0294

CERTIFICATE OF AMENDMENT
OF
FRIENDSHIP VILLAGE III LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2713881

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065939

A 413296



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7492 0292

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 385

no

CERTIFICATE OF AMENDMENT

945W

FRIENDSHIP VILLAGE II LIMITED PARTNERSHIP

1-28-92

Friendship Village II Limited Partnership (the "Partnership"), a Maryland limited partnership, hereby amends its Certificate of Limited Partnership as follows:

1. Name. The Name of the Partnership is Friendship II Limited Partnership.

2. Principal Office and Registered Agent. The address of the principal office of the Partnership is 1853 William Penn Way, P.O. Box 10008, Lancaster, Pennsylvania 17605-0008. The address of the principal office of the Partnership in the State of Maryland is 1200 South Washington Street, Easton, Maryland, 21601, Attention: Bruce Tahsler. The name and address of the resident agent of the Partnership in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

✓

3. Name and Address of General Partner. C/E Development, Inc. has withdrawn from the Partnership as a general partner and has become a limited partner, effective December 20, 1991. The name and address of the sole general partner of the Partnership is:

Lancaster Properties, Ltd.
1853 William Penn Way
P.O. Box 10008
Lancaster, Pennsylvania 17605-0008

WITNESS the following signatures this 16 day of June, 1992.

C/E Development, Inc.

BY: Frederic F. Case
Frederic F. Case, Co-Chairman

Lancaster Properties, Ltd.
(Successor by merger to Southern Cablevision of Corbin)

BY: Thomas C. Kile
Thomas C. Kile, 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 20 BUSINESS CODE _____ COUNTY 70
M2713873 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger, Consol.)	
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Name
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Principal Office
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	Change of Resident Agent Address
13	<u>7</u>	<u>1</u> Certified Copy <u>1P</u>	Resignation of Resident Agent
56	_____	Penalty	Designation of Resident Agent and Resident Agent's Address
54	_____	For. Supplemental Cert.	Other Change _____
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	

76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	CODE _____
84	<u>50</u>	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and late filing penalties	<u>Diane Holt</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	<u>Pepper Hamilton</u>
99	_____	Art. of Organization (LLC)	<u>1300-19th St NW</u>
98	_____	LLC Amend, Diss, Continuation	<u>Wash DC 20036-</u>
97	_____	LLC Cancellation	<u>1685</u>
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 107 Check _____ Cash

8 Documents on 1 checks

APPROVED BY: [Signature]

LIBER

35

PAGE 387

COPY MADE

NOTE:

CERTIFIED 7482 0291

CERTIFICATE OF AMENDMENT
OF
FRIENDSHIP VILLAGE II LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 29, 1993 AT 9:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

M2713873

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED THAT 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:
PEPPER, HAMILTON
ATTN: DIANE HOLT
1300-19TH ST., NW
WASHINGTON

DC 20036 1685

147C3065938

A 413295



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3482 0229

LIBER

35 PAGE 388

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Examined and Returned to John F. Hall, Esq., 30 Goldsborough St., P.O. Box 1477, Easton, MD 21601 July 20, 1993

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS
AND TAXATION
RECEIVED
1-27-93

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-27-93 at 8:11 A.M.

RECEIVED
'93 JAN 27 AM 8 11

ARTICLES OF INCORPORATION

OF

FOOT LOOSE, INC.

(A Close Corporation)

I.: I, John F. Hall, whose post office address is 30 Goldsborough Street, P.O. Box 1477, Easton, Maryland 21601, being at least eighteen years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

II.: The name of the Corporation (hereinafter called the "Corporation") is Foot Loose, Inc.

III.: 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.

IV.: The Corporation is formed for the purposes of engaging in the sale, at retail, of wearing apparel and in any other lawful trades, business or activities. The Corporation shall have all the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

V.: The principal office of the Corporation in Maryland will be located at 33 North Harrison Street, Easton, Talbot County, Maryland 21601, and the Resident Agent of the Corporation is Kathryn S. Bishop, whose post office address is 208 Stewart Street, Easton, Talbot County, Maryland 21601. The resident Agent is a citizen of Maryland and actually resides in Maryland.

VI.: The number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, no par value, all of such shares shall be of one class, called Common Stock.

VII.: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John F. Hall.

VIII.: 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) a 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 on January 20th, 1993, and I acknowledge the same to be my act.

WITNESS:

Donna F. Lane

John F. Hall (SEAL)
John F. Hall

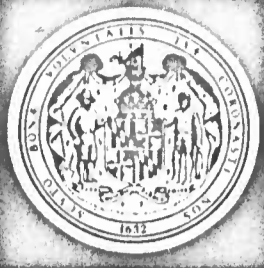
3482 0050

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent
51		Foreign Name Registration	_____ Address
13		_____ Certified Copy _____	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		For. Supplemental Cert.	_____ and Resident Agent's Address
53		Foreign Resolution	_____ Other Change _____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	_____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	_____
		Property Reports and _____	MAIL TO ADDRESS: <u>John F.</u>
		late filing penalties	<u>Hall 30 Goldsborough</u>
70		Change of P.O., R.A. or R.A.A.	<u>St., P.O. Box 1477</u>
91		Amend/Cancellation, For. Limited Part.	<u>Easton, Maryland</u>
99		Art. of Organization (LLC)	<u>21601-1477</u>
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

2482 0051

APPROVED BY: JMT

LIBER 35 PAGE 391

ARTICLES OF INCORPORATION
OF
FOOT LOOSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 27, 1993 AT 8:11 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:

\$

D3583580

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 F. HALL
30 GOLDSBOROUGH ST., P.O. BX 1477
EASTON MD 21601



147C3065888

A 413246

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3492 0048

LIBER

35

PAGE 392

AND SECTION OF MARYLAND IN LIBER, FOLIO.

Examined and Returned to Christopher Drummond, Esq., 119 Lawyers Row, Centreville, MD 21617 July 20, 1993

STATE DEPARTMENT OF AGRICULTURE
AND TRADE

APPROVED FOR

01/27/93 at 2:23 p.m.

ARTICLES OF INCORPORATION OF
AMBERLY DEVELOPMENT, INC.

1993 JAN 27 P 2:23

THIS IS TO CERTIFY:

FIRST: That I CHRISTOPHER F. DRUMMOND, whose post office address is 119 Lawyers Row, Centreville, Maryland 21617, being at least eighteen (18) years of age, do hereby form a statutory close corporation under and by virtue of the General Laws of the State of Maryland.

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

AMBERLY DEVELOPMENT, INC.

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

(1) To engage in the development of real property and the construction of residential and commercial structures including taking all necessary steps and entering into such legal agreements as may be reasonable and necessary to carry out such purposes.

(2) To engage in any other related businesses and any other lawful purposes and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 328, Wye Mills, Maryland 21679. The principal office of the Corporation is located at 13473 Ocean Gateway, Wye Mills, Maryland 21679 in Talbot County. The name and the post office address of the Resident Agent of the Corporation in this State is Jack A. Upchurch, Jr., 13473 Ocean Gateway, Wye Mills, Maryland 21679 in Talbot County. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

FIFTH: The initial number of Directors of the Corporation shall be three (3). The names of the directors of the Corporation are: J.A. Upchurch, Sr., Jack A. Upchurch, Jr., and Thomas L. Callahan, who shall serve until the organizational meeting of the Corporation.

SIXTH: The Corporation shall have 1000 shares of stock, all of one class, without par value.

3481 2881

SEVENTH: 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 of shares of its stock of any class at the organizational meeting of the Corporation 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 Bylaws of this Corporation.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation, out of its surplus, at such time or times, and in such amounts as they shall deem advisable, of shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the stockholders shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue, or retirement as the said stockholders may determine.

EIGHTH: No contract or other transaction between the Corporation and any other person, corporation or firm, and no act of this Corporation shall in any way be ineffective or invalidated by the fact that any stockholder, director or officer of the Corporation is pecuniarily interested in such contract or transaction, or is a stockholder director, or member of such other corporation or firm; provided the fact that such interest, office or membership exists shall be disclosed or shall have been known to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a stockholder or director who is so interested, or holds such an office or membership, may be counted in determining the existence of a quorum at the meeting of the Board of Directors, but may not vote thereat authorizing any such contract or transaction.

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 stockholder, 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 stockholder, 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

7491 2992

STATE OF MARYLAND
WILLIAM DONALD SCHAEFER
GOVERNOR



STATE OF MARYLAND
WILLIAM DONALD SCHAEFER
GOVERNOR

a present or former stockholder, director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote, at a duly constituted meeting of a majority or all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of December, 1992, and I acknowledge the same to be my act.

WITNESS:

Stephen M. Krause

Christopher F. Drummond (SEAL)
Christopher F. Drummond

[Faint handwritten notes and signatures]



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	<u>Christopher Summard</u>
	_____	late filing penalties	<u>119 Lawyers Row</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Centerville, MD 21617</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

NOTE: (40) 758 0030

Documents on _____ checks

3491 2894

APPROVED BY: AW

LIBER 35 PAGE 396

ARTICLES OF INCORPORATION
OF
AMBERLY DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 27, 1993 AT 2:23 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3583432

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CHRISTOPHER DRUMMOND
119 LAWYERS ROW
CENTREVILLE

MD 21617

147C3065873

A 413231



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3491 2880

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 397

Examined and Returned to Thomas Charles Kimmel, Esq., 541 Poplar St., Cambridge, MD 21613 July 20, 1993

BYRON WESTON
XERO
LINDEN

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-25-93 at 8:57 A.M.

ARTICLES OF INCORPORATION
OF
FITNESS POOLS, INCORPORATED

In compliance with the requirements of the general laws of the State of Maryland, Thomas Charles Kimmel, a resident of Maryland, whose address is 541 Poplar Street, Cambridge, Maryland 21613, and who is of full legal age necessary to form a corporation, does hereby form a corporation and does hereby certify:

ARTICLE I - NAME

The name of the corporation is Fitness Pools, Incorporated, hereinafter called the "Corporation".

ARTICLE II - PURPOSE

30258331

The purposes for which the Corporation is formed are to manufacture and sell swimming pools, and to otherwise do those things permitted by Maryland law as determined by the Board of Directors.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation is located at 104 North Morris Street, Oxford, MD 21654.

ARTICLE IV - RESIDENT AGENT

Fletcher Hanks, whose address is 104 North Morris Street, Oxford, MD 21654, hereby appointed initial resident agent of this Corporation.

ARTICLE V - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of four (4) Directors, acting in accordance with the Bylaws for Fitness Pools, Incorporated, as amended from time to time. The names of the persons who are to act in the capacity of directors until the selection and qualification of their successors at the first annual meeting of the Corporation and until stock is issued and outstanding are:

REC'D
2481 1792
93 JUN 25 AM 8 57

Department of Assessments and Taxation
ARTICLE I - NAME AND PURPOSE



STATE OF MARYLAND
WILLIAM DONOVAN
GOVERNOR

ARTICLE II - OFFICERS AND DIRECTORS

Fletcher Hanks;
Ray Stevens;
James B. Thomas; and
Mark McGuire

Directors shall be elected as provided in the Corporation Bylaws.

ARTICLE VI - STOCK: CLASSES, SHARES, PAR VALUE

The Corporation is authorized to issue 100 Shares of Common Stock with a par value of \$1.00 per share and a total par value of \$100.00.

ARTICLE VII - DURATION

The Corporation shall exist perpetually.

ARTICLE VIII - AMENDMENTS

Amendment of these Articles shall require the assent of one hundred percent (100%) of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the general laws of the State of Maryland, I, the undersigned, constituting the incorporator of this Corporation, have executed these Articles of Incorporation, this 21 day of January, 1995, and acknowledge the same to be my act.

Thomas Charles Kimmel
Address: 541 Poplar Street
Cambridge, Maryland 21613



7481 1793

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. 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 70
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____ Change of Name
66		Rec. Fee (Revival)	_____ Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Change of Resident Agent Address
51		Foreign Name Registration	_____ Resignation of Resident Agent
13		Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56		Penalty	_____ Other Change _____
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	<u>Thomas Charles</u>
31		Corp. Good Standing	<u>Kimmel, Esq.</u>
NA		Foreign Corp. Registration	
87		Limited Part. Good Standing	
71		Financial	
600		_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and late filing penalties	<u>541 Poplar St.</u>
70		Change of P.O., R.A. or R.A.A.	<u>Cambridge Md.</u>
91		Amend/Cancellation, For. Limited Part.	<u>21613</u>
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

3481 179

Documents on _____ checks

APPROVED BY: HV

ARTICLES OF INCORPORATION
OF
FITNESS POOLS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 25, 1993 AT 8:57 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:

\$

D3582723

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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 CHARLES KIMMEL
541 POPLAR ST.
CAMBRIDGE MD 21613

146C3065775

A 413152



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3491 1791

LIBER

35 AND 401 ON OF MARYLAND IN LIBER, FOLIO.
PAGE 401

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-1993

SENT BY:CT&K EASTON, MD ; 1-28-93 ; 9:03AM ; COWDREY, THOMPSON - 1 301 333 7087:# 3

ARTICLES OF ORGANIZATION

OF

SSI, L.L.C.

1/28/93

903a

FIRST: I, Robert K. Huntington, whose address is Spring Willow Farm, Wittman, Maryland 21676, being at least eighteen (18) years of age, hereby form a limited liability company under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the limited liability company (hereinafter referred to as the "Company") is:

SSI, L.L.C.

THIRD: The Company shall be a limited liability company as authorized by Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The latest date on which the Company is to dissolve shall be January 1, 2050, or upon the death of the survivor of the aforesaid organizers.

FIFTH: The purposes for which the Company is formed are:

(1) To engage in the business of owning, leasing, and operating commercial real estate; and to engage in any other lawful purpose and business; and

(2) To do anything permitted by Section 4A-102 of the Corporations and Associations Article of the Annotated Code of Maryland.

SIXTH: The post office address of the principal office of the Company in this State is 6136 Tilghman Island Road, Tilghman, Maryland 21671. The name and address of the Resident Agent of the Company in this State is Robert K. Huntington, Spring Willow Farm, Wittman, Maryland 21676. Said Resident Agent is an individual residing in this State.

SEVENTH: The authority of members of the Company to act for the Company solely by virtue of their being members is limited.

IN WITNESS WHEREOF, we have signed these Articles of Organization this 27th day of January, 1993, and acknowledge the same to be our act.

WITNESS:

Linda D. Fairbanks

Robert K. Huntington

3081 1712

LIBER 35 PAGE 402

30298485

Examined and Returned to Linda Fairbanks, P.O. Box 1747, Easton, Md 21601 July 20, 1993

BYRON WESTON
XEROGRAPHIC
LINEN RECORD-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 40 3.8 BUSINESS CODE _____ COUNTY 70
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____ Change of Name
66	_____	Rec. Fee (Revival)	_____ Change of Principal Office
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____ Designation of Resident Agent
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	_____ Other Change _____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	<u>Linda Fairbanks</u>
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	<u>Cowdrey, Thompson</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	<u>50</u>	Art. of Organization (LLC)	<u>PO BOX 1747</u>
98	_____	LLC Amend, Diss, Continuation	<u>Easton Md 21601</u>
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 80
via _____ Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 35 PAGE 403

3481 1713

ARTICLES OF ORGANIZATION
OF
SSI, L.L.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 28, 1993 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 50.00

SPECIAL
FEE PAID:

\$ _____

W3582590

TO THE CLERK OF THE COURT OF

TALBOT COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
LINDA FAIRBANKS
P.O. BOX 1747
EASTON

MD 21601

146C3065762

A 413141



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7481 1711

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER

35 PAGE 404