

CORPORATION RECORDS

00047 00001

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT
H & F ENTERPRISES, INC.
ARTICLES OF AMENDMENT

APPROVED FOR RECORD

01/08/93 at 8:40 a.m.

H & F ENTERPRISES, INC., a Maryland corporation, having its principal office at Box 84, Route 180, Jefferson, Maryland 21755, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Subparagraph (2) of Article FOURTH and substituting in lieu thereof the following:

"FOURTH: To erect, construct, establish, purchase, lease and otherwise acquire; to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of flowers, flower shops and stores; generally to conduct the business of flower shops and stores and all related shops, stands and stores; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, materials, products, and merchandise incidental and related thereto, or of use therein."

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

"FIFTH: The post office address of the principal office of the Corporation is 10205 Mar Rock Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent in this State is Helen F. Sumner, 10205 Mar Rock Drive, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State."

THIRD: By written informal action, unanimously taken by the Stockholders of the Corporation acting without a Board of Directors, said stockholders having elected to have no Board of Directors, pursuant to Section 2-505 of the Corporations and

MAY 19 3 04 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

30088280

3477 1013

00047 00002

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY


Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly advised the foregoing amendments.

IN WITNESS WHEREOF, H & F ENTERPRISES, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed on this 1st day of January, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of H & F ENTERPRISES, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

H & F ENTERPRISES, INC.


Wendy J. Sumner, Secretary

By:  (SEAL)
Helen F. Sumner, President

3477 1014

H & F ENTERPRISES, INC.
INFORMAL ACTION OF STOCKHOLDERS

January 1, 1987

The undersigned, constituting the sole stockholder of **H & F ENTERPRISES, INC.**, a Maryland Corporation (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 set forth below.

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby 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.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS our signatures the day and year first above written.

STOCKHOLDER:

Helen F. Sumner
Helen F. Sumner *Pres.*

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 39 BUSINESS CODE _____ COUNTY 71

D1312321 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	<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 _____ 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.
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 adding new purposes

CODE _____

ATTENTION: _____

Russell T. Hornman

MAIL TO ADDRESS: Shenandoah, Hornman & Clapp PA

124 North Court St
Frederick Md.
21701

TOTAL FEES 20

1 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00047 00005
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
H & F ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 8, 1993** AT **8:40** 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:

\$ _____

D1312321

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
SHOEMAKER, HORMAN & CLAPP, P.A.
ATTN: RUSSELL T. HORMAN
124 NORTH COURT ST.
FREDERICK MD 21701

134C3064050

A 411482



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

3477 1012

ARTICLES OF AMENDMENT

1-11-93

88a

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

FIRST: The Charter of the Corporation is hereby amended by deleting Article SECOND and inserting in lieu thereof the following new Article SECOND:

SECOND: That the name of the Corporation is:

GENERAL NUTRITION CENTER OF HAGERSTOWN, INC.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held December 23, 1992, unanimously adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held December 23, 1992, immediately following the Board of Directors Meeting.

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

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

Bolleen D. Levey
Secretary

FREDDIE'S CORNER, INC.

By *Harold E. Levey*
Harold E. Levey, President (SEAL)

93 JAN 10 10 53 AM '93

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

I HEREBY CERTIFY, That on this 31st day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold E. Levey, President of Freddie's Corner, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

FILED

Witness my hand and official Notarial Seal.

MAY 19 3 04 AM '93

Shah Jane Cline
Notary Public

My Commission Expires:
February 1, 1996

LENNIS J. WEAVER, CLERK
BY: _____

3477 1006

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00007

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 9A BUSINESS CODE _____ COUNTY 71
A2340727 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>30</u>	Expedited Fee
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	<u>6</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 _____

(New Name) General Nutrition Center of Hagerstown, Inc.

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Charles Wagoner Jr
16 E. Antietam St
Hagerstown Md 21740

TOTAL FEES 56

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3477 1007

ARTICLES OF AMENDMENT
OF
FREDDIE'S CORNER, INC.
CHANGING ITS NAME TO:
GENERAL NUTRITION CENTER OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 11, 1993** AT **8:28** O'CLOCK **A. M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D2340727

TO THE CLERK OF THE COURT OF **WASHINGTON COUNTY**

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

MAILED JUN 10 1993

RETURN TO:
CHARLES WAGMAN, JP.
16 E. ANTIETAM ST.
HAGERSTOWN MD 21740

134C3064048

A 411480



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

3477 1005

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

1-4-93 at 3:22 p.m.

MATHIAS ENTERPRISES, LLC

ARTICLES OF ORGANIZATION

J

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, being at least eighteen years of age, hereby forms a limited liability company pursuant to the laws of Maryland.

SECOND: The name of the limited liability company (herein the "Company") is "Mathias Enterprises, LLC."

THIRD: The latest date on which the Company is to dissolve is December 31, 2050.

FOURTH: The purpose for which the Company is formed is for the purpose of carrying on any lawful business and to engage in any activity permitted by law.

FIFTH: The address of the Company's principal office in Maryland is 1720 Dual Highway, Hagerstown, Maryland 21740.

SIXTH: The name and address of the resident agent of the Company is A. L. Mathias, 21925 Durberry Road, Smithsburg, Maryland 21783.

IN WITNESS WHEREFORE, I have signed these Articles of Organization and acknowledge them to be my act on this 4th day of January, 1993.

1993 JAN - 4 PM 3:22

Arthur R. Rose
Arthur R. Rose

FILED

MAY 19 3 04 AM '93

LENNIE L. WEAVER, CLERK

BY: _____

30058071

3477 0798

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00010

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON FIELD DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 400 BUSINESS CODE _____ COUNTY 71

_____ 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, 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 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 _____

(New Name) _____

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

CODE 065

ATTENTION: Andrea Barr

MAIL TO ADDRESS: _____

TOTAL FEES 50

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JmT

3477 0799

00047 00011

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF ORGANIZATION
OF
MATHIAS ENTERPRISES, LLC.

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

OF MARYLAND **JANUARY 4, 1993** AT **3:22** 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:

\$ _____

W3568177

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
WEINBERG & GREEN - ANDREA BARR
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

134C3064006

A 411441



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3477 0797

(1)

1/11/93 as 903a

(2) E. Russell Hicks Middle School Band Boosters Association, Inc.; 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:

Delete the last subsection of Article 7 which currently states:

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

Insert the following in its place as the last subsection of Article 7:

" Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) "

RECEIVED

'93 JAN 11 AM 10

This amendment of the charter of the corporation has been approved by

(4) the Directors and Membership

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

FILED

(5) Kathy S. Carbaugh

Secretary

MAY 19 3 04 AM '93

LENNIE J. WEAVER, CLERK

BY _____

(5) Ronald S. Hen

President

2477 0466

30118662

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00013

Department of Assessments and Taxation
WASHINGTON CENTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 Inc BUSINESS CODE _____ COUNTY 71
3176088 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	<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.	_____ 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>Harold Isominger</u>
		late filing penalties	<u>10537 Oak Valley Dr</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Hagerstown Md 21740</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

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3477 0467

00047 00014

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 11, 1993 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D3176088

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
HAROLD ISEMINER
10837 CAK VALLEY DR.
HAGERSTOWN MD 21740

13303063944

A 411377



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

2477 0465

RECEIVED

JAN 8 AM 8 42 '93

00047 00015

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

1-8-93 at 8:52 A.m.

ARTICLES OF INCORPORATION

OF

EMSWILER MASONRY COMPANY

J

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Maureen G. Emswiler and Charles E. Emswiler, whose post office address is 10702 Mapleville Road, Hagerstown, MD 21742; being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Emswiler Masonry Company.

THIRD: The purposes for which the Corporation is formed are as follows: Underground masonry and hydroseeding.

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 10702 Mapleville Road, Hagerstown, MD 21742. The name and post office address of the Resident Agent of the Corporation in this State is Charles E. Emswiler, 10702 Mapleville Road, Hagerstown, MD 21742. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

LENNIE J. WEAVER, CLERK BY: _____

SNYDER & POOLE, ATTORNEYS AT LAW

FILED

MAY 19 3 05 AM '93

3477 0190

30088277

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Maureen G. Emswiler and Charles E. Emswiler.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of December, 1992.

Nancy E. Davis

Maureen G. Emswiler
Maureen G. Emswiler

Nancy E. Davis

Charles E. Emswiler
Charles E. Emswiler

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

I HEREBY CERTIFY, that on this 29 day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared **Maureen G. Emswiler** and acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Davis
Notary Public

My Commission Expires: 4-1-93

00047 00017

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this 29 day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared **Charles E. Emswiler** and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4-1-93

3477 0192

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00018

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

J.M.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<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>9</u>	<u>1</u> Certified Copy <u>3</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 _____

(New Name) _____

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

CODE _____

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

MAIL TO ADDRESS: Snyder
Attorneys At Law, P.A.
28 Jonathan Street
Hagerstown Maryland
21740

TOTAL FEES 49

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

0004700019

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
EMSWILER MASONRY COMPANY

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

OF MARYLAND JANUARY 8, 1993 AT 8:52 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:

\$

D3567443

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
SNYDER, ATTORNEYS AT LAW
28 JONATHAN STREET
HAGERSTOWN MD 21740

MAILED JUN 10 1993

133C3063892

A 411330



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

3477 0189

APPROVED FOR RECORD

1-6-93 at 2:20 p.m.

ALICE VIRGINIA AND DAVID W. FLETCHER FOUNDATION, INC.

ARTICLES OF AMENDMENT

The Alice Virginia and David W. Fletcher Foundation, Inc., a Maryland not for profit corporation (the "Foundation"), which maintains its principal office at 82 West Washington Street, Hagerstown, Maryland 21740 hereby certifies to the Department of Assessments and Taxation for the State of Maryland (the "Department") that:

FIRST: By written informal action, unanimously taken by the Board of Directors of the Foundation, pursuant to MD. CODE ANN. [CORP. & ASS'N] Sec. 2-408(c) (1985 Repl. Vol.), the Board of Directors of the Foundation, acting as the members of the Foundation, duly approved the amendments to the Charter.


SECOND: The Charter of the Foundation is hereby amended by striking, in its entirety, Article SEVENTH and by substituting in lieu thereof the following:

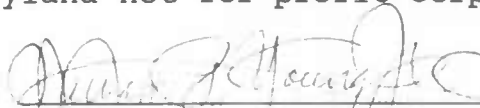
SEVENTH: Upon dissolution of this Foundation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or any corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

IN WITNESS WHEREOF, THE ALICE VIRGINIA AND DAVID W. FLETCHER FOUNDATION, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 28th day of December 1992, and its President acknowledges that these Articles of Amendment are the act and deed of The Alice Virginia and David W. Fletcher Foundation, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to the authorization and approval are true in all material respects to the best of his knowledge, information and belief.

Witness and Attest:

The Alice Virginia and David W. Fletcher Foundation, Inc., a Maryland not for profit corporation


Winchester Sherman, Jr.
Secretary
FILED

By: 
William P. Young, Jr.
President

30068193

MAY 19 3 05 AM '93

DENNIS J. WEAVER, CLERK
BY: _____

1993 JAN -5 P 2:20

30068192

2678

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00021

Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
D3335056 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 _____ Organ. & Capitalization
- 61 _____ Rec. Fee (Arts. of Inc.)
- 62 20 Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, 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 7 7 Certified Copy
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ 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 162

ATTENTION: Sybil

MAIL TO ADDRESS: _____

TOTAL FEES 27

1 Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: PCMS

00047 00022
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
THE ALICE VIRGINIA AND DAVID W. FLETCHER
FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 6, 1993 AT 2:20 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:

\$ _____

D3335056

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
HYLIND INFOQUEST, INC.
ATTN: SYVIL
307 DOLPHIN ST.
BALTIMORE

MD 21217

132C3063816

A 411247



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

00047 00023

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CORPORATION RECORDS

AO

ARCHIBALD MINING & MINERALS, INC.

ARTICLES SUPPLEMENTARY

1/7/93

244P

Archibald Mining & Minerals, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Pursuant to authority expressly vested in the Board of Directors of the Corporation by Article SIXTH of the Charter of the Corporation, the Board of Directors has duly reclassified 1,200 shares (of the 79,200 unissued shares) of the Voting Common Stock of the Corporation and 1,800 shares (of the 19,800 unissued shares) of the Non-Voting Common Stock of the Corporation into a class of Preferred Stock, and has provided for the issuance of such class.

SECOND: The terms of the Preferred Stock as set by the Board of Directors are as follows:

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

(2) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Voting Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of the Preferred Stock and any other class of stock hereafter classified or reclassified having a preference or distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation. The holders of the Non-Voting Common Stock shall be entitled to receive an amount equal to par value per share. The holders of the Preferred Stock shall be entitled to receive an amount equal to \$100 per share plus, in the case of each share, an amount equal to all dividends, if ~~FILED~~ declared thereon but unpaid.

MAY 19 3 05 AM '93

-1-

630.Z02014B:11/24/92
15945-20

SEAN C. J. WEAVER, CLERK

BY: _____

1993 JAN -7 P 2:44

30088028

00047 00024


CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(3) Issued and outstanding shares of the Preferred Stock may be redeemed by the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

IN WITNESS WHEREOF, Archibald Mining & Minerals, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on December 31, 1992.

WITNESS:

ARCHIBALD MINING & MINERALS,
INC.


Forrest R. Mellott,
Secretary

By 
Robert D. Archibald,
President

THE UNDERSIGNED, President of Archibald Mining & Minerals, Inc. who executed on behalf of the Corporation Articles Supplementary of which this Certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles Supplementary to be the corporate act of said Corporation and hereby certifies that the matters and facts set forth herein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Robert D. Archibald,
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00025

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

160 3536133 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
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 _____

(New Name) _____

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

CODE

048

ATTENTION:

Willie Norton

MAIL TO ADDRESS: _____

TOTAL FEES

50

Check Cash

NOTE:

Documents on 20 checks

APPROVED BY: _____

[Signature]

34762497

EE

3476 2498

00047 00026

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES SUPPLEMENTARY
OF
ARCHIBALD MINING & MINERALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 7, 1993 AT 2:44 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

\$ _____

D3536133

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

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

132C3063776

A 411210



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

3478 244

00047 00027

CORPORATION RECORDS

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

(See instructions on reverse side.)

APPROVED FOR RECORD

FIRST: The undersigned Mary Beth Truax

1-4-93 at 9:10 a.m.

whose address is 145 Belview Avenue

Hagerstown, Maryland 21742

, 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 FRIENDSHIP REBEKAH LODGE #8

I.O.O.F. Inc.

THIRD: The purposes for which the corporation is formed are as follows: A charitable non-profit organization engaged in charitable & benevolent work within the community.

FOURTH: The post office address of the principal office of the corporation in Maryland is St. Johns Lutheran Church

3004 E. Potomac Street

Hagerstown, Maryland 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are JoAnn Staup

141 Belview Avenue

Hagerstown, Md 21742

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 Albert Powell

Mary Powell

Alma Ross

RECEIVED
JUN 11 9 10 AM '93

EIGHTH:

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Mary Beth Truax

145 Belview Avenue

Hagerstown, Maryland 21742

SIGNATURE(S)

Mary Beth Truax

MAY 19 3 05 AM '93

LENNIE WEAVER, CLERK

BY: _____

3476 1785

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00028

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<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: _____

Mary Beth Truax
145 Belview Avenue
Hagerstown, Md. 21742

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

00047 00029
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
FRIENDSHIP REBEKAH LODGE #8 I.O.O.F. INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 4, 1993 AT 9:10 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:

\$

D3566635

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MARY BETH TRUAX
145 BELVIEW AVE.
HAGERSTOWN

MAILED JUN 10 1993

MD 21742

132C3063646

A 411101



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

3475 1284

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED

1-4-93

8:47 a.m.

ARTICLES OF INCORPORATION
OF
AUTO LOGIC, INC.

RECEIVED
MAY 4 1993

FIRST: I, James W. Stone, whose post office address is P. O. Box 1269, Hagerstown, Maryland 21741, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in the sale of used automobiles and trucks; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 201 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Franklin Stephen Himes, 3828 Olive School Road, Knoxville, Maryland 21758. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, with a par value of One (\$1.00) Dollar per share.

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

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

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

MAY 19 3 05 AM '93

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and have qualified are: Franklin Stephen Himes.

BY: _____

30048655

3476 0964

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

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

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

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

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

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

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

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer,

00047 00032

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

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

WITNESS:

Debra M. Kline

James W. Stone
James W. Stone

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

I HEREBY CERTIFY, That on this 31st day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra McClure Kline
Notary Public

My Commission Expires:

November 1, 1993

Mail to: James W. Stone, Esquire
P. O. Box 1269
Hagerstown, Maryland 21741

3476 0966

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00033

Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(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>James W. Stone</u>
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>Miller, Oliver</u>
		late filing penalties	<u>Beachley & Stone Attorney</u>
70		Change of P.O., R.A. or R.A.A.	<u>At Law 28 West</u>
91		Amend/Cancellation, For. Limited Part.	<u>Washington St. P.O. Box</u>
99		Art. of Organization (LLC)	<u>1269 Hagerstown, Maryland</u>
98		LLC Amend, Diss, Continuation	<u>21741-1269</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: [Signature]

NOTE:

3475 0967

0004700034

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
AUTO LOGIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 4, 1993 AT 8:47 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:

\$ _____

D3564986

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
MILLER, OLIVER, BEACHLEY, ET AL
28 W. WASHINGTON STREET
HAGERSTOWN MD 21741

132C3063481

A 410948



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

3475 0362

00047 00035

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

12/31/92 at 10:14 1992 .m.

DEC 31 10:14

COLONIAL LEASING AND CONSTRUCTION, 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: The undersigned, Mark D. Thomas, whose Post Office address is 82 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Colonial Leasing And Construction, Inc.

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

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

(1) To engage in, carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling of or otherwise engaging in any work upon buildings of all types, roads, sidewalks, highways, bridges, manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignments of contracts therefor or relating thereto; also, to manufacture and furnish the building materials and supplies connected therewith.

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

(3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

FILED

MAY 19 3 07 AM '93

GENNIS L. WEAVER, CLERK

BY

30048173

30048177

3476 0647

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

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1681 Langley Drive, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland are Mark D. Thomas, 82 West Washington Street, Hagerstown, Maryland 21741-1267. Said resident agent is a citizen of Maryland and actually resides therein. ✓

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

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

Glenn R. Shindle
2011 Cherry Hill Circle
Hagerstown, Maryland 21742

Keith R. Shindle
431 Pangborn Boulevard
Hagerstown, Maryland 21740

Kim S. Stull
1712 Abbey Lane
Hagerstown, Maryland 21740

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

the Corporation and of the Directors and Stockholders:

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

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

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

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

meeting.

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

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 30th day of December, A.D., 1992.

Witness:

Harriet L. Burnham

Mark D. Thomas
Mark D. Thomas

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00039

Department of Assessments and Taxation
WASHINGTON COUNTY

CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 gmw BUSINESS CODE 03 COUNTY 21

_____ 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, 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

(New Name) _____

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

CODE 075

ATTENTION: Harriet Bowman

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.
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 _____

TOTAL FEES 70

1 Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: Pom

3476 0551

00047 00040

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
COLONIAL LEASING AND CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 10:14 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

D3564309

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

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

132C3063413

A 410894



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2475 0546

APPROVED FOR RECORD

01/05/93 at 12:41 p.m.

FAIRVIEW ORCHARDS LANDBESITZ, INC. 1993 JAN -5 B 12:41

ARTICLES OF AMENDMENT

FAIRVIEW ORCHARDS LANDBESITZ, INC., a Maryland corporation (hereinafter the "Corporation") hereby certifies to the Maryland State Department of Assessments and Taxation (the "Department") as follows:

FIRST: The Corporation desires to amend the charter of the Corporation (the "Charter") represented by Articles of Incorporation originally filed with the Department on June 5, 1992.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SIXTH of the Charter and substituting in lieu thereof the following new Article SIXTH:

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Fifteen Million (15,000,000) shares of the par value of One Cent (\$0.01) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00).

THIRD: The foregoing Amendment was duly advised by the Board of Directors of the Corporation by unanimous written consent and approved by the sole stockholder of the Corporation by written consent.

FOURTH: Immediately before adoption of the foregoing Amendment, the Corporation had authority to issue Ten Million (10,000,000) shares of stock of the par value of One Cent (\$0.01) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

FIFTH: After giving effect to the foregoing Amendment, the Corporation will have authority to issue Fifteen Million (15,000,000) shares of stock of the par value of One Cent (\$0.01) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00).

SIXTH: The information required by Subsection (b)(2)(i) of Section 2-607 of the Maryland General Corporation Law was not changed by the foregoing Amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary as of this 28th day of December, 1992, and its President acknowledges that these Articles of Amendment

MAY 19 3 07 AM '93

LENN S. WEAVER, CLERK

BY _____

3476 0286

30068144

00047 00042

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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:

FAIRVIEW ORCHARDS LANDBESITZ, INC.



Edgar Ertel
Secretary

By:



Gerhard Ruess
President

SEAL

8736-1

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00043

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 Jmw BUSINESS CODE _____ COUNTY 71
DB443850 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>1</u>	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.	_____ 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>054</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	ATTENTION: <u>Sharon Phillips</u>
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.	
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

Documents on _____ checks

APPROVED BY: AW

NOTE:

3476 0288

00047 00044

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
FAIRVIEW ORCHARDS LANDBESITZ, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 5, 1993 AT 12:41 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:

\$

D3443850

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
SEMMESE, BOWEN & SEMMES
ATTN: SHARON PHILLIPS
250 WEST PRATT STREET
BALTIMORE MD 21201

13103063344

A 410822



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3476 0285

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

12-30-92 at 8:45 a.m.

CORPORATION RECORDS CAP COMPUTING, INC.

ARTICLES OF INCORPORATION

FIRST: I, Joseph B. Helman, Jr., whose post office address is 1703 Garden Lane, Apt. #3, Hagerstown, Washington County, Maryland 21740, I, David J. Helman, whose post office address is 242 North Mulberry Street, Hagerstown, Washington County, Maryland 21740 and I, Dolores M. Helman, whose post office address is 1703 Garden Lane, Apt. #3, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is CAP Computing, Inc..

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

(a) To sell, service and program computers, printers and network systems and other allied products; to sell computer software, supplies and office furniture and equipment.

(b) To provide bulk mail advertising services including printing and distribution of advertisement flyers.

(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.

FILED

MAY 19 3 08 AM '93
LENNIE J. WEAVER, CLERK

54 8 03 03 03 73
DEC 30 8 55
03 03 03 73

23658074 2825

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 11000 Bower Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Joseph B. Helman, Jr., 1703 Garden Lane, Apt. #3, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of a par value of One Hundred (\$100.00) Dollars (\$100.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

The Board of Directors has determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in

an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed \$100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the Corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

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: Joseph B. Helman, Jr.; David J. Helman and Dolores M. Helman.

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 in accordance with the Laws of the State of Maryland.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of November, 1992, and I acknowledge the same to be my act.

WITNESS:

Joseph M. Helman

Joseph B. Helman, Jr
Joseph B. Helman, Jr

Joseph M. Helman

David J. Helman
David J. Helman

Joseph M. Helman

Dolores M. Helman
Dolores M. Helman

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00049

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		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>Omer T. Kaylor, Jr.</u>
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>Kaylor & Mantz</u>
70		Change of P.O., R.A. or R.A.A.	<u>123 West Washington St.</u>
91		Amend/Cancellation, For. Limited Part.	<u>Hagerstown, Md. 21740</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

Documents on _____ checks

APPROVED BY: JmT

NOTE:

00047 00050

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CAP COMPUTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 8:45 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:

\$

D3563236

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
KAYLOR & WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

13103063257

A 410746



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

3475 222

THE POTOMAC EDISON COMPANY

Articles Supplementary (Maryland)
Articles of Amendment (Virginia)

12/30/92 at 10:16am

1. The name of the corporation is The Potomac Edison Company.
2. Pursuant to the provisions of Article I of the Articles of Incorporation of the corporation included as Part Sixth of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporations has the power to redeem and reclassify shares of its Cumulative Preferred Stock.
3. Pursuant to said authority, the Board of Directors on September 10, 1992, approved the redemption of all the corporation's outstanding \$9.64 Cumulative Preferred Stock, Series H, on November 20, 1992.
4. All rights to the \$9.64 Cumulative Preferred Stock, Series H, are cancelled effective November 20, 1992.
5. The 150,000 shares redeemed constitute authorized but unissued shares of the same class, but undesignated as to series.

Dated: December 29, 1992

THE POTOMAC EDISON COMPANY

BY:

[Signature]
Vice President

[Signature]
Secretary

ST 01 83 08 013 28
DEC 30 10 15

FILED

MAY 19 3 08 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

30048115 2475 1640

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00052

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 16 BUSINESS CODE _____ COUNTY 71
W0515080 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>9</u>	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	<u>25</u>	<u>10</u> Certified Copy <u>top</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
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ 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 <u>for further cert</u>

CODE _____
ATTENTION: _____

MAIL TO ADDRESS: Eugene McCauley
Potomac Edison
10435 Downsville Pike
Hagerstown Md
21740-1766

TOTAL FEES 55 #198080 1/6/93 D.M.E.
 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00047 00053

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES SUPPLEMENTARY
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 10:16 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:

\$ _____

D0515080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
POTOMAC EDISON
ATTN: EUGENE MC CAULEY
10435 DOWNSVILLE PIKE
HAGERSTOWN

MAILED JUN 14 1993

MD 21740 1766

130C3063149

A 410639



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3475 1639

00047 00054

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND

THE POTOMAC EDISON COMPANY

Articles Supplementary (Maryland)

Articles of Amendment (Virginia)

12-30-92

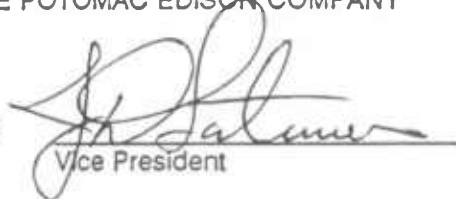
108/ba

1. The name of the corporation is The Potomac Edison Company.
2. Pursuant to the provisions of Article I of the Articles of Incorporation of the corporation included as Part Sixth of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporations has the power to redeem and reclassify shares of its Cumulative Preferred Stock.
3. Pursuant to said authority, the Board of Directors on September 10, 1992, approved the redemption of all the corporation's outstanding \$9.40 Cumulative Preferred Stock, Series E, on November 20, 1992.
4. All rights to the \$9.40 Cumulative Preferred Stock, Series E, are cancelled effective November 20, 1992.
5. The 50,000 shares redeemed constitute authorized but unissued shares of the same class, but undesignated as to series.

Dated: December 29, 1992

THE POTOMAC EDISON COMPANY

BY:


Vice President


Secretary

DEC 30 AM 10 16
RECORDED

FILED

MAY 19 3 08 AM '93

DENNIS J. WEAVER, CLERK

BY: _____

30048114

3475 1637

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00055

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 16 Jm BUSINESS CODE _____ COUNTY 71
A0515080 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>9</u>	Expedited Fee
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	<u>25</u>	<u>10</u> Certified Copy <u>lop</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)
	<u>1.5</u>	Other <u>purchase cert</u>

(New Name) _____

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

CODE _____
ATTENTION: _____

MAILED JUN 10 1993

MAIL TO ADDRESS: Eugene Mc Cauley
Potomac Edison
10435 Downsville Pike
Hagerstown Md
21740-1766

TOTAL FEES 55 # 198081 1/6/93 D. Mc.
_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

00047 00056

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES SUPPLEMENTARY
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND December 30, 1992 AT 10:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20 _____

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

130c3063148

A 384705



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

3475 1635

00047 00057

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
STATE DEPARTMENT WASHINGTON COUNTY, MARYLAND
ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12-31-92 at 11:29 a.m.

ARTICLES OF AMENDMENT

UTILITY SUPPLY COMPANY, INC., a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that as a result of a special meeting held on the 12th day of May, 1992, the Board of Directors and Stockholders of the Corporation have duly voted and authorized Utility Supply Company, Inc. to operate as a close corporation under Title 4, and incorporates those changes and revises the original articles of incorporation accordingly.

This amendment of the charter of the corporation has been approved by the directors and shareholders.

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

Michael Baughman, Sec.
Secretary

[Signature]
President

62 11 10 18 030 25.
RECORDED

FILED

23668494

MAY 19 3 08 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

3475 1391

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00058

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
D3301272 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.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	<input checked="" type="checkbox"/> 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	ATTENTION: <u>Douglas M. Mills</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Utility Supply Company</u>
23	_____	Local Transfer Tax	<u>17600 Lappans Rd. (Rt. 68)</u>
31	_____	_____ Corp. Good Standing	<u>St. James, Md. 21781</u>
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ 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 _____	

TOTAL FEES 20 Check _____ Cash

Documents on _____ checks

APPROVED BY: Pam

NOTE:

Change status to close corp

3475 1382

00047 00059

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
UTILITY SUPPLY COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 11:29 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:

\$ _____

D3301272

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
UTILITY SUPPLY COMPANY
ATTN: DOUGLAS M. MILLS
17600 LAPPANS RD., (RT. 68)
ST. JAMES MD 21781

130C3063102

A 410594



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3475 1390

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(A close Corporation under Title 4, Section 4-101 et seq.,
Corporation and Associations Article, Annotated Code of
Public General Laws of Maryland)

STATE DEPARTMENT OF ASSESSMENTS,
AND TAXATION
REALTY LEASING, INC.

ARTICLES OF INCORPORATION APPROVED FOR RECORD

12-29-92 at 226p .M.

FIRST: The undersigned, E. Kenneth Grove, Jr., whose Post Office address is 82 W. Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Realty Leasing, Inc.

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

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

- (1) To engage in the leasing and management of residential and commercial real property.
- (2) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

FILED

1992 DEC 29 6 27 26 PM '93
MAY 19 3 08 AM '93
DENNIS J. WEAVER, CLERK
BY: _____

23658230 23658231 1215

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 117 S. Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Kenneth E. Ritter, 117 S. Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, no par value.

SEVENTH: The number of Directors of the Corporation shall be one(1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1); and the name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Kenneth E. Ritter

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

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

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or

transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

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

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

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

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary

or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this
28TH day of *December*, A.D., 1992.

Witness:

Jack C. Stach

E. Kenneth Grove, Jr.
E. Kenneth Grove, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00064

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</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

(New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ 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

CODE _____

ATTENTION: _____

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 _____

Jack Steich
Meyers Young
PO Box 1267
Hagerstown Md
21741-1267

TOTAL FEES 90

Check _____ Cash

NOTE: _____

1 Documents on 2 checks

APPROVED BY: [Signature]

3475 1219

00047 00065

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
REALTY LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 29, 1992 AT 2:26 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3561974

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
MEYERS, YOUNG
P.O. BOX 1267
HAGERSTOWN

MD 21741

130C3063066

A 410570



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2475 1214

STATE FILED

12/29/92 *102aa*

1992 DEC 29 A 10:22

POOLE & POOLE, P.A.

ARTICLES OF INCORPORATION

FIRST: I, DAVID K. POOLE, JR., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotate Code of Maryland, as amended.

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

POOLE & POOLE, P.A.

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

(1) To engage in the general practice of law; to offer legal services to the general public and to federal, state, and local governments;

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the

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MAY 19 3 08 AM '93

ENNIS J. WEAVER, CLERK
BY: _____

23658229

23658228

3475 1207

Annotated Code of Maryland, as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Articles, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 35 East Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are David K. Poole, Jr., 12917 Cathedral Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

David K. Poole, Jr. and D. Bruce Poole.

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

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

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

(2). The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from

time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

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

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

(a) the amendment of the Charter

of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;


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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 23rd day of December, 1992, and I acknowledge same to be my act.

00047 00071
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



DAVID K. POOLE, JR. (SEAL)

WITNESS:



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00072

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71
_____ 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

(New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ 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

CODE _____

ATTENTION: _____

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	_____	iLLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

David Poole Jr
28 Jonathan St
Hagerstown Md 21740

TOTAL FEES 90

Check _____ Cash

NOTE: _____

1 Documents on 2 checks

APPROVED BY: [Signature]

2475 1213

00047 00073

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
POOLE & POOLE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 29, 1992 AT 10:22 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:

\$

D3561966

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
DAVID POOLE, JR.
28 JONATHAN ST.
HAGERSTOWN

MAILED JUN 10 1993
350 Washington St
MD 21740

130C3063065

A 410569



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

3475 1206

00047 00074

gm

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

OF

1992 DEC 29 P 1:53
APPROVED FOR RECORD

JAMES A. SKRABAK, D.O., PA 12/29/92 at 153P .m.

FIRST: The undersigned, Thomas L. Hudson, whose post office address is 210 Allegheny Avenue, Towson, Maryland 21204, being over eighteen (18) years of age, acting as incorporator for James A. Skrabak, D.O. who is licensed to practice medicine in the State of Maryland, hereby forms a Professional Service Corporation under the Maryland Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the "Corporatin") is: James A. Skrabak, D.O., P.A.

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

(a) To engage in the practice of medicine, specializing in anesthesiology, in the State of Maryland, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees", as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with any agency of the foregoing for the purpose of rendering medical services.

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MAY 19 3 09 AM '93

LENN C. WEAVER, CLERK
BY: _____

3475 1151

23658180

(c) To carry on any and all business actions and activities permitted by the Maryland General Corporation Law except as may be limited by the Maryland Professional Service Corporation Act as the same may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraphs of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

(d) The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to professional service corporations formed under the Maryland Professional Service Corporation Act; provided, however, that if all stockholders of this professional service corporation fail at one time to be licensed in the professional service for which the Corporation is organized, it shall no longer operate or be treated as a professional service corporation, but is to operate and be treated as a corporation formed for general business purposes under the Maryland General Corporation Law.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 609 Dunn Irvin Drive, Hagerstown, Maryland 21740. The resident agent of the Corporation is James A. Skrabak, D.O., whose post office address as resident agent is 609 Dunn Irvin Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

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

SIXTH: The Corporation shall have one (1) Director (which number may be increased or decreased, but not to less than one (1), pursuant to the Bylaws of the Corporation), and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: James A. Skrabak, D.O.

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

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

(b) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(c) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of, redemption of, and the conversion rights of, such shares.

(d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the votes of all classes or of any class of stock of the Corporation, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(e) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.

(f) To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation
on the 29th day of December, 1992, and have acknowledged such
Articles to be my act.

WITNESS:

Cheryl M. Thompson

Thomas J. Hudson

ARTI0652.TLH

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00079

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020

BUSINESS CODE 06

COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>50</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, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	<u>11</u>	Foreign Name Registration
13	_____	<u>1</u> Certified Copy <u>SP</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 _____

(New Name) _____

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

CODE 018

ATTENTION: Thomas Hudson

MAIL TO ADDRESS: _____

TOTAL FEES 101

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

CERTIFIED COPY MADE

3475 1156

00047 00080

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
JAMES A. SKRABAK, D.O., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 29, 1992 AT 1:53 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:

\$

D3561834

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
VENABLE, BAETJER AND HOWARD
210 ALLEGHENY AVENUE
TOWSON MD 21204

130C3063052

A 410558



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

3475 1150

THE POTOMAC EDISON COMPANY

APPROVED FOR RECORD

12/30/92 at

1017a

ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on 10435 Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 208 South Loudoun Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated March 18, 1992 of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V.

The total amount of the authorized capital stock of the Corporation is 28,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 23,000,000 shares without nominal or par value are Common Stock.

SECOND: The Board of Directors of the Corporation on November 5, 1992, at a meeting duly convened and held, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and in the best interests of the Corporation and directing that it be submitted for action thereon to the stockholders of the Corporation.

THIRD: That by Waiver and Consent in writing dated the 21st day of December, 1992, Allegheny Power System, Inc., the holder of all 19,885,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 19,885,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 656,580 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

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

FIFTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was 25,450,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 20,000,000 shares without nominal or par value were Common Stock.

(b) The total number of shares of all classes of stock of the Corporation as increased is 28,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 23,000,000 shares without nominal or par value are Common Stock.

(c) The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

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MAY 19 3 09 AM 1993

LENNIS J. WEAVER, CLERK
BY: _____

23658489

3473 2073

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on December 29, 1992.

THE POTOMAC EDISON COMPANY

By 
Vice President

(SEAL)

Attest:


Secretary

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00083

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
HARFORD COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 093.2 BUSINESS CODE _____ COUNTY 71
N0515080 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>1180</u>	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	<u>35</u>	<u>10</u> Certified Copy <u>20p</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	_____
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>Eugene McCauley</u>
70		Change of P.O., R.A. or R.A.A.	<u>Potomac Edison Co</u>
91		Amend/Cancellation, For. Limited Part.	<u>10435 Downsville Pike</u>
99		Art. of Organization (LLC)	<u>Hagerstown Md</u>
98		LLC Amend, Diss, Continuation	<u>21740-1766</u>
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 1265 Check _____ Cash

Documents on 90 checks

APPROVED BY: [Signature]

NOTE: _____
3473 2081

00047 00084

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1992 AT 10:17 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 1,180.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D0515080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
POTOMAC EDISON CO.
ATTN: EUGENE MC CAULEY
10435 DOWNSVILLE PIKE
HAGERSTOWN

MD 21740 1766

129C3062895

A 410414



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

2477 000

ARTICLES OF INCORPORATION
OF
MID-MARYLAND DAIRY VETERINARIANS,
DRS. MERCURO, HEIZER & EASTEP, P.A.

1992 DEC 28

THIS IS TO CERTIFY:

12/28/92 10230

FIRST: That I, Thomas T. Mercurio, the incorporator, whose post office address is 9834 Crossfield Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice veterinary medicine in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the Corporations and Associations Article of the Public General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is: Mid-Maryland Dairy Veterinarians, Drs. Mercurio, Heizer & Eastep, P.A.

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

(a) To engage in the profession of practicing veterinary medicine in the State of Maryland through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees" as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements for the purpose of rendering veterinary medical services, with any person, firm, association, corporation, veterinary medical facility, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(c) To consult and advise with respect to all aspects and facets of dairy herd management and related technologies.

(d) To engage in embryo transfer and other technologies related to animal reproduction.

(e) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of personal property or real property of every kind,

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MAY 19 3 03 AM '93

23638224

LENN C. WEAVER, CLERK

23638222

3473 1203

necessary for the rendering of its professional services.

(f) To purchase, lease, or otherwise acquire, hold, maintain, develop, improve, let, convey, mortgage, sell, transfer, exchange, or in any manner encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

(g) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.

(h) To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.

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

(j) To consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.

(k) To carry on the purposes, objectives and services of the Corporation through others for its own account, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for or with others authorized to render the same professional services as that of the Corporation.

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided,

however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 9834 Crossfield Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Thomas T. Mercurio, whose post office address as resident agent is 9834 Crossfield Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock with no par value.

SIXTH: The Corporation shall have three (3) Directors which number may be increased, but not to be less than three (3), pursuant to the By-Laws of the Corporation and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Thomas T. Mercurio
John L. Heizer
Richard D. Eastep

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration but subject to such limitations and restrictions, if any, provided by law or as may be set forth in the By-Laws of the Corporation.

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

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

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

(d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

(e) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering on any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, such action shall be

effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.

(h) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of a majority of all of such stock, the terms of which are being changed, at the time outstanding by vote at a meeting or in writing with or without a meeting.

(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties to or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 23 day of December, A.D. 1992.

WITNESS:

Christine Mercurio

Thomas T. Mercurio
Thomas T. Mercurio

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00090
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020

BUSINESS CODE 06

COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</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

(New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ 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
	_____	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 _____

CODE 075

ATTENTION: Loretta Thornhill

MAIL TO ADDRESS: _____

TOTAL FEES 90

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

2473 1208

ARTICLES OF INCORPORATION
OF
MID-MARYLAND DAIRY VETERINARIANS, DRs. MERCURO,
HEIZER & EASTEP, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 28, 1992 AT 10:23 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:

\$

D3560158

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

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

MAILED JUN 10 1993

MD 21741

129C3062728

A 410271



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3473-4332

ARTICLES OF ORGANIZATION

OF

RIDENOUR LIMITED LIABILITY COMPANY

KENNETH G. RIDENOUR, PHILIP W. RIDENOUR, JANIS K. DAVIS, and DWIGHT D. RIDENOUR, through their attorney-in-fact, Neil S. Kurlander, desiring to form a limited liability company for the purposes set forth herein pursuant to the Maryland Limited Liability Company Act, do state as follows:

1. Name. The name of the limited liability company is "Ridenour Limited Liability Company".

2. Duration. The period of duration of Ridenour Limited Liability Company is forty-five (45) years from the date of filing of these Articles of Organization with the Department of Assessments and Taxation of the State of Maryland, unless sooner dissolved as provided by statute.

3. Purpose. The purpose for which Ridenour Limited Liability Company is formed is to hold title to, and manage, real estate investments and for any other lawful purposes and to do and perform all other activities incident to the foregoing.

4. Principal Place of Business. The address of the principal place of business of Ridenour Limited Liability Company is 200 Calvert Terrace, Hagerstown, Maryland 21740. The name and address of its resident agent is Kenneth G. Ridenour, 821 Potomac Avenue, Hagerstown, Maryland 21740.

5. Authority of Members. The authority of members to act for Ridenour Limited Liability Company solely by virtue of their being members is limited.

Neil S. Kurlander, authorized by Kenneth G. Ridenour, Philip W. Ridenour, Janis K. Davis, and Dwight D. Ridenour to execute these Articles of Organization, has signed these Articles of Organization this 29th day of December, 1992.

Neil S. Kurlander
Neil S. Kurlander

NSK:dlp:3

FILED STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SS TT UU 23668427
MAY 19 1993

MAY 19 ^{#2618} 3 10 AM '93 APPROVED FOR PAYMENT
12/31/92 at 11:56 a.m.
LENN G. WEAVER, CLERK

3473 1153

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00093
Department of Assessments and Taxation
CLERK OF THE DISTRICT COURT
WASHINGTON DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 71
_____ 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	<u>9</u>	<u>1</u> Certified Copy <u>7p</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>Neil S. Kurlander</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>Friedman & Friedman</u>
	_____	late filing penalties	<u>Suite 900</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>409 Washington Ave.</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Lowson, Md 21204-</u>
99	<u>50</u>	Art. of Organization (LLC)	<u>4906</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 59 Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

00047 00094

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF ORGANIZATION
OF
RIDENOUR LIMITED LIABILITY COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1992 AT 11:56 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 50.00

\$ _____

W3560075

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
FRIEDMAN & FRIEDMAN, LAW OFFICES
409 WASHINGTON AVE., SUITE 900
TOWSON MD 21204

129C3062720

A 410263




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

3473 1102

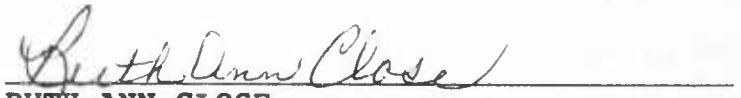
ARTICLES OF ORGANIZATION OF
TIMOTHY B. CLOSE INSURANCE AGENCY, A LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company shall be **TIMOTHY B. CLOSE INSURANCE AGENCY, L.L.C.**, and it shall be a profit-making Limited Liability Company as defined in the Limited Liability Company Act of the State of Maryland.
2. The Limited Liability Company shall dissolve no later than December 30, 2022.
3. The purpose of the Limited Liability Company shall be for the transaction of any and all lawful business for which Limited Liability Company may be organized in the State of Maryland.
4. The principal office of the Limited Liability Company shall be 36 West Main Street, Hancock, Maryland, 21750 and the resident agent shall be Louis O. Close, 36 West Main Street, Hancock, Maryland 21750.
5. The organizers of this Limited Liability Company shall consist of:
 - a) Timothy B. Close, and;
 - b) Ruth Ann Close
6. The internal affairs of the Limited Liability Company shall be governed by the Operating Agreement of said Limited Liability Company, which Agreement shall not be inconsistent with the laws, ordinances and regulations of the State or County where said business is located.

TIMOTHY B. CLOSE INSURANCE AGENCY, L.L.C.



 TIMOTHY B. CLOSE,
 Organizing Member



 RUTH ANN CLOSE,
 Organizing Member

23598408

Dated: December 22, 1992

FILED

MAY 19 3 10 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD

12-24-92 at 10:38 a.m.

RECEIVED

'92 DEC 24 AM 10 33

00047 00096

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF WV

COUNTY OF Morgan, to wit:

I, Bona C. Michael, a Notary Public in and for the county and state aforesaid, do hereby certify that **TIMOTHY B. CLOSE**, whose name is signed to the writing hereto annexed, bearing date the 22 day of December, 1992, has hereby acknowledged the same before me in my said county.

Given under my hand this 22 day of December, 1992.

My commission expires: 8/28/95.

Bona Michael
NOTARY PUBLIC

STATE OF WV

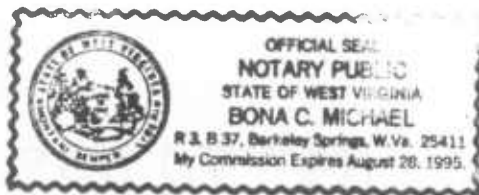
COUNTY OF Morgan, to wit:

I, Bona C. Michael, a Notary Public in and for the county and state aforesaid, do hereby certify that **RUTH ANN CLOSE**, whose name is signed to the writing hereto annexed, bearing date the 22 day of December, 1992, has hereby acknowledged the same before me in my said county.

Given under my hand this 22 day of December, 1992.

My commission expires: 8/28/95.

Bona Michael
NOTARY PUBLIC



These Articles of Organization prepared by:
Leah R. Stotler
Stotler & Stotler, L.C.
101 N. Washington St.
P.O. Box 600
Berkeley Springs, WV 25411
(304) 258-9500

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00097

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 400 BUSINESS CODE _____ COUNTY 71

_____ 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, 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 8 1 Certified Copy 2
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance

(New Name) _____

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

CODE _____

ATTENTION: Leah R. Stotler,
Esg.

MAIL TO ADDRESS: _____

Stotler & Stotler, L.C.
P.O. Box 600
100 N. Washington St.
Berkeley Springs, WV
25411

- 600 _____ 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 _____

TOTAL FEES _____

58 Check _____ Cash

NOTE:

Documents on A checks

APPROVED BY: _____

2473 1128

00047 00098

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF ORGANIZATION
OF
TIMOTHY B. CLOSE INSURANCE AGENCY, L.L.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1992 AT 10:38 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

\$ _____

W3560026

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
STOTLER & STOTLER
100 N. WASHINGTON ST., BOX 600
BERKELEY SPRINGS WV 25411

129C3062715

A 410258



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 7273 1125

12/21/92 at 2:35 p.m.

MARYLAND VAN POOLS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned PAUL G. MARCOTTE, JR., whose post office address is 7475 Wisconsin Avenue, Bethesda, Maryland 20814, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: MARYLAND VAN POOLS, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland or within any other State or States of the United States or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

- a. To transact the business of transportation of materials and individuals; and to transact any other lawful business.
- b. To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property or assets of

RECEIVED DEC 21 1992

FILED
MAY 19 3 10 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

23578319

3472 2675

every kind in accordance with the laws of the State of Maryland, with stocks, bonds, or other securities of the Corporation or otherwise.

c. To apply for, obtain, register, purchase, lease or otherwise acquire, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventories, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to account for any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.

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

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

holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the shareholders of this Corporation.

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

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

them or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the purposes and powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, power, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. Accordingly, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the General Laws of the State of Maryland to corporations organized thereunder, as may be amended or supplemented, from time to time, and the enumeration of certain purposes and powers as herein specified is not intended as exclusive of or as a waiver of any of the purposes and powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any purpose or power, or to do any act which a corporation formed under the General Laws of the State of Maryland may not at the time lawfully carry on or do. The foregoing clauses shall be construed as and shall be purposes as well as powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this state is 1116 Virginia Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Tina

Tosadori, whose post office address is 1116 Virginia Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and 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), unless the number of stockholders is less than three (3), in which case the number of directors may be less than three (3) but not less than the number of stockholders. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Tina Tosadori
Anthony Tosadori

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, having an aggregate par value of One Thousand Dollars (\$1,000.00).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To issue from time to time shares of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.

2. To make, alter and repeal the By-laws of the Corporation; to open stock books, to fix and vary the amounts to be reserved as working capital; to direct and determine the use of any surplus or

net profits; to determine whether any, and if any, what part, of any surplus or net profits shall be declared as dividends.

3. To create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds, secured by mortgage or otherwise; and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

4. In the purchase or acquisition of property, businesses, rights or franchises, or for additional working capital, or for any other object in or about the Corporation's business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust, or otherwise.

5. To determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances,

endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit, from time to time to determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation except as conferred by statute, unless authorized by the resolution of the directors.

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

NINTH: As used in this Article, any word that is defined in Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the

"Indemnification Section" which term shall include the corresponding provisions of any future reenactment or recodification of the corporation laws of the State of Maryland), shall have the same meaning as provided in the Indemnification Section. The Corporation shall indemnify and advance expenses to a director or officer in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

TENTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages except (i) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services actually received, or (ii) 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 the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

ELEVENTH: The Corporation reserves the right to amend its Charter so that such amendment alters 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 fair market value of his stock.

TWELFTH: The duration of this Corporation shall be perpetual.

00047 00107

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, PAUL G. MARCOTTE, JR., has signed these
Articles of Incorporation and acknowledged the same to be his act on
the 17th of December, 1992.

Paul G. Marcotte Jr

PAUL G. MARCOTTE, JR.

d1503-00.ear
121792

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00108

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</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)	_____ 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>162</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: <u>Squid</u>
23		Local Transfer 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.	
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 A checks

APPROVED BY: A

00047 00109
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MARYLAND VAN POOLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 21, 1992 AT 2:35 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:

\$

D3559036

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
HYLIND INFQUEST, INC.
307 DOLPHIN ST.
BALTIMORE

MAILED JUN 10 1993

MD 21217

128C3062440

A 410017



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

MARTINS ELEVATOR^S INC.,

ARTICLES OF AMENDMENT

12-23-92 951W

W

Martins Elevator, Inc., a Maryland corporation, having its principal office at 13219 Maugansville Road, Hagerstown, Maryland 21740 [formerly Route 6, Box 348], Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH

The post office address of the principal office of the Corporation in this State shall be 13219 Maugansville Road, Hagerstown, Maryland 21740 [formerly Route 6, Box 348, Hagerstown, Maryland 21740], and the resident agent of the Corporation is Chester H. Martin, whose post office address 13219 Maugansville Road, Hagerstown, Maryland 21740 [formerly Route 6, Box 348, Hagerstown, Maryland 21740]. Said resident agent is a citizen of the State of Maryland and actually resides therein." ✓

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article FIFTH and by substituting in lieu thereof the following:

"FIFTH

The total amount of the authorized capital stock which the Corporation has authority to issue is Thirty Three Thousand (33,000) shares of Common Stock of which Three Thousand (3,000) shares of the par value of Ten (\$10.00) Dollars are Class A Common Stock and Thirty Thousand (30,000) shares of the par value of Ten (\$10.00) Dollars are Class B Common Stock. The aggregate par value of all Classes having par value is Three Hundred Thirty Thousand (\$330,000.00) Dollars.

A description of each Class of Stock with its rights, voting powers, restrictions, limitations as to dividends and qualifications is as follows:

FILED

REC'D DEC 23 1992
75 B W 82 930 26
RECORDED

MAY 19 3 10 AM '93

LENNIS J. WEAVER, CLERK

BY: _____

23588258

3472 2360

1. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise specifically provided hereinbelow.

2. The holders of Class B Common Stock shall have no voting rights, powers or privileges for any purposes, and the holders of Class A Common Stock, to the exclusion of the holders of Class B Common Stock, shall have all voting rights, powers and privileges as stockholders of the Corporation.

3. Stock dividends payable in Class A Common Stock may be paid only to holders of Class A Common Stock; stock dividends payable in Class B Common Stock may be paid only to holders of Class B Common Stock."

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

FOURTH: The manner and basis of implementing the recapitalization effected by these Articles of Amendment shall be as follows:

Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, each of the outstanding shares of Common Stock of the Corporation shall forthwith be surrendered in exchange for one (1) share of Class A Common Stock of the Corporation and nine (9) shares of Class B Common Stock of the Corporation. The shares so surrendered shall be cancelled.

IN WITNESS WHEREOF, Martins Elevator, Inc., has caused these Articles of Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 22nd day of December, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Martins Elevator, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge,

00047 00112

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

information and belief.

ATTEST:

Martins Elevator, Inc.

Myron L. Martin Sec.
Myron L. Martin, Secretary

By: Chester H. Martin
Chester H. Martin, President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00113

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
CHARGE DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
00131441 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		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)	<input checked="" type="checkbox"/> Change of Principal Office
52		Foreign Qualification	_____ 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	
83		Cert. Limited Partnership	CODE <u>075</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	ATTENTION: <u>Harriet Bowman</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 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00047 00114
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
MARTINS ELEVATORS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 23, 1992 AT 9:51 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

D0131441

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET BOWMAN
P O BOX 1267
HAGERSTOWN

MD 21741 1267

127C3062386

A 409968



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

2472 277

CORPORATION RECORDS

00047 00115

CLERK OF THE CIRCUIT COURT
STATE DEPARTMENT OF ASSESSMENTS
WASHINGTON COUNTY
AND TAXATION

SLIMMER TRIMMER YOU, INC.

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

12/21/92 at 12:11 .m.

FIRST: The undersigned Douglas Shumaker, whose post office address is 426 South Potomac Street, Hagerstown, Maryland 21740 being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Slimmer Trimmer You, Inc.

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

A. To buy, sell and rent exercise equipment and to engage in any other lawful purpose and/or business;

B. To do anything permitted under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

C. To do each and every thing necessary, suitable or proper for accomplishment of any of the purposes, or the attainment of any one (1) or more of the subjects herein enumerated, or which may at any time appear to be conclusive to or expedient for the protection or benefit of this Corporation, and to do such acts as fully and to the same extent as natural persons might, or could, do in any part of the world as principals agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or own corporation securities or stock or other

securities, including without limitation, any shares of stock, bonds,
BY: _____

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debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its shares, and to exercise as owner or holder any securities any and all rights, powers and privileges in respect thereof.

E. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be required as independent purposes and powers. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the Corporation are to engage in lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

FOURTH: The post office address of the principle office of the corporation in Maryland is 426 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the corporation in Maryland are Douglas Shumaker, 426 South Potomac Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.


FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of the par value of one dollar (\$1.00) per share, all of one class, and having an aggregate

par value of five thousand (\$5,000.00) dollars.

SIXTH: The number of directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of the directors may be less than three (3) but not less than the number of stockholders, and the name of the director who shall act until the first meeting or his successor is duly chosen and qualified is Douglas Shumaker.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on 12/17/92, and severally acknowledge the same to be my act.


Douglas Shumaker

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047.00118

Department of Assessments and Taxation
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<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: Charles
C. Taylor,

MAIL TO ADDRESS: 8580
Valley Drive
Middletown,
MD 21769

TOTAL FEES _____ 40 Check _____ Cash _____

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

00047 00119

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SLIMMER TRIMMER YOU, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 21, 1992 AT 12:11 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

D3558160

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 C. TAYLOR
8580 VALLEY DRIVE
MIDDLETOWN

MAILED JUN 10 1993

MD 21769

127C3062317

A 409908



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

3472 1993

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF MERGER

APPROVED FOR RECORD

10-6-92 at 10:45a

- Effective 12-31-92

These Articles of Merger are filed by Maccaferri Gabions, Inc., a Maryland corporation, ("Surviving Corporation") which owns one hundred percent (100%) of the outstanding shares of Maccaferri Gabions West Coast, Inc., a California corporation ("Disappearing Corporation").

FIRST: Surviving Corporation is duly organized and existing under the laws of the State of Maryland, and has its principal office at 10303 Governor Lane Boulevard, Williamsport, Washington County, Maryland 21795. Surviving Corporation owns an interest in real estate in Washington County, Maryland.

SECOND: Surviving Corporation has a capitalization of five thousand (5,000) authorized shares of common stock, of which eight hundred and five (805) shares are issued and outstanding, without par value.

THIRD: Disappearing Corporation was incorporated on December 6, 1985, and is duly organized and existing under the general laws of the State of California. Disappearing Corporation neither owns real estate in the State of Maryland nor is qualified to do business in the State of Maryland.

FOURTH: Disappearing Corporation has a capitalization of one thousand (1,000) authorized shares of common stock, of which four hundred (400) shares are issued and outstanding, without par value.

FIFTH: The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the

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54 OF 100 07-03-93

MAY 19 3 11 AM '93

LENNIE J. WEAVER, CLERK
BY _____

23588483 7472 1804

corporations and their shareholders that Disappearing Corporation be merged into Surviving Corporation in accordance with the provisions of California Corporations Code Sections 1100 and 1108, and the laws of the State of Maryland, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and California Revenue and Taxation Code Section 24562(a)(1). Each Board of Directors has duly authorized this merger in accordance with the laws of their respective jurisdiction, by a majority vote of the Board of each constituent corporation.

MERGER

1. Merger. Disappearing Corporation shall merge with and into Surviving Corporation. The effective date of the merger shall be December 31, 1992 ("Effective Date"). ✓

2. Transfer and Assumption. On the Effective Date, the separate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal, of the Disappearing Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

3. Conversion of Shares. The shares of the Disappearing Corporation shall be cancelled. No new shares of the Surviving Corporation shall be issued.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date.

5. Bylaws. The Bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date.

6. Directors and Officers. The directors and officers of the Surviving Corporation as of the Effective Date shall be as follows:

Vittorio Tedeschi	Director and President
Dixie D. Odermatt	Secretary
Vittorio Tedeschi	Treasurer
Guglielmo Maccaferri	Director
Alessandro Maccaferri	Director

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7. Approval of Shareholders. No approval of the shareholders of the Surviving Corporation and the Disappearing Corporation of the Articles need be obtained since the Surviving Corporation owns one hundred percent (100%) of the shares of Disappearing Corporation.

8. Abandonment of Merger. These Articles may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Disappearing Corporation at any time prior to the Effective Date, or if, in the judgment of the Board of Directors of either the Surviving Corporation or the Disappearing Corporation, the merger should be abandoned pursuant to California Corporation Code Section 1201(f).

9. Purpose. The purpose of this merger is to effect a readjustment of proprietary interest under a modified corporate form. The Disappearing Corporation properties consist of substantial and material assets. There is no business purpose served by its continued existence. The properties are being

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00047 00124

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

exchanged for a substantial proprietary interest in the Surviving Corporation.

DATED: December 1, 1992.

Attested:

MACCAFERRI GABIONS, INC.

Dixie D. Odermatt
Dixie D. Odermatt, Secretary

By *Vittorio Tedeschi*
Vittorio Tedeschi, President

Attested:

MACCAFERRI GABIONS WEST COAST, INC.

Dixie D. Odermatt
Dixie D. Odermatt, Secretary

By *Vittorio Tedeschi*
Vittorio Tedeschi, President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00127

Department of Assessments and Taxation
CLERK OF THE COURT
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 119 BUSINESS CODE _____ COUNTY 71

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

Merging
(Transferor) Maccaferri
Gabriels West Coast,
Inc. (CA)

Surviving
(Transferee) Maccaferri
Gabriels Inc. (MD)
A 1175264

CODE	AMOUNT	FEE REMITTED
10	<u>39</u>	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	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)
	<u>6</u>	Other <u>1 I further certify</u>

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Frederick Sugat
Clayman & Associates
700
501 School St, SW
Wash DC 20024
Effective

TOTAL FEES 65

Check _____ Cash

NOTE:

12/31/92

Documents on _____ checks

APPROVED BY: AS

00047 00128 .

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER
OF
MACCAFERRI GABIONS WEST COAST, INC.
(A CA CORP.)
INTO
MACCAFERRI GABIONS, INC.
(A MD CORP.)

SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 23, 1992 AT 10:45 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. (EFFECTIVE DATE: 12/31/92)

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D1175264

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
KLAGYMAN & ASSOCIATES
ATTN FREDERICK SUGAT
501 SCHOOL ST., SW
WASHINGTON

DC 20024

126C3062290

A 409876



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

3472 1001

CORPORATION RECORDS

00047 00129
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

2/16/93 at 10:28a.m.

'93 FEB 16 AM 10 28

SWJ

ARTICLES OF INCORPORATION

THE ADAMSON PLUMBING AND HEATING COMPANY, INCORPORATED

FIRST: I, James D. Johnson, Jr., whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is The Adamson Plumbing and Heating Company, Incorporated (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of a plumbing and heating contractor and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 7825 McClellan Avenue, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation is Eric Adamson, 7825 McClellan Avenue, Boonsboro, Maryland 21713.

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

JUN 21 11 00 AM '93

LENNIS J. WEAVER, CLERK
BY: _____

30478635

2489 2419

00047 00130

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The names of the directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualifies are Eric Adamson and Margaret Adamson.

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

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 11th day of February, 1993.

WITNESS:



James D. Johnson, Jr.

2489 2420

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047-00431
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT CHARTER DIVISION
WASHINGTON COUNTY Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 00232 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	(New Name)
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)	_____ 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>James D. Johnson, Jr.</u>
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>Law Offices</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Strite and Schildt</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>138 West Washington</u>
99	_____	Art. of Organization (LLC)	<u>Street</u>
98	_____	LLC Amend, Diss, Continuation	<u>Hagerstown, Md</u>
97	_____	LLC Cancellation	<u>21740</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: A

NOTE: _____
3489 2421

00047 00132

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
THE ADAMSON PLUMBING AND HEATING COMPANY,
INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 16, 1993 AT 10:28 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

D3603586

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
LAW OFFICES STRITE AND SCHILDT
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

163C3068221

A 415190



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

2489 2410

W
CORPORATION RECORDS

00047 00133

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
TURNER TRANSPORTATION GROUP, INC.

Articles of Amendment

2/12/93

823a

RECEIVED
'93 FEB 12 AM 8 23

Turner Transportation Group, Inc., a Maryland Corporation, having its principal office at 655 West Washington Street, Hagerstown, Maryland 21740 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Article SIXTH of the Charter, and by substituting in lieu thereof the following:

SIXTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Association Article of the Annotated Code of Maryland.

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

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 George F. Turner, Sr.

THIRD: The Charter of the Corporation is hereby amended by striking Articles EIGHTH and TENTH of the Charter.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the

FILED

JUN 21 11 00 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

30438109

3489 025

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

IN WITNESS WHEREOF, Turner Transportation Group, Inc., Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of July, 1992 and its President acknowledges that these Articles of Amendment are the act and deed of Turner Transportation Group, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Thomas L. Turner
Thomas L. Turner, Secretary

George F. Turner, Sr.
George F. Turner, Sr., President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 17th day of July, 1993 before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared George F. Turner, Sr., who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Barbara A. Smith
Notary Public

My Commission Expires:

5-14-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00135

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0938 BUSINESS CODE 03 COUNTY 71
192079325 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	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	<input checked="" type="checkbox"/> Other Change <u>add close</u>
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>Scott Schubel</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>138 W. Wash. St</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>Hagerstown Md 21740</u>
99	_____	Art. of Organization (LLC)	<u>4769</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 _____
_____ Check _____ Cash
_____ Documents on _____ checks

NOTE: add close

APPROVED BY: _____

00047 00136

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
TURNER TRANSPORTATION GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 12, 1993 AT 8:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D2079325

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN

MD 21740 4769

161C3068016

A 414993



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

MOUNTAIN VIEW SPORTS, INC.
ARTICLES OF AMENDMENT

2/12/93 1205p

Mountain View Sports, Inc., a Maryland Corporation, having its principal office at 28 Emerald Drive, Hagerstown, Maryland 21742, hereby certifies to the State Department of Assessments and Taxation of Maryland that the hereinafter amendment to Articles of Incorporation was unanimously advised by the Board of Directors and unanimously approved by all of the Stockholders of the Corporation and represents as follows:

FIRST: The Articles of Incorporation of the Corporation is hereby amended by striking in their entirety Article Second and Third and by substituting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is J. F. WEBBER CONSTRUCTION, INC.

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

- (1) To engage in the residential and commercial construction 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.

IN WITNESS WHEREOF, Mountain View Sports, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereinunder affixed and attested by its Secretary on this 10th day of February, 1993, and its President acknowledges that these Articles of Amendment are the act and deed of Mountain View Sports, Inc., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true and in all material respects to the best of his knowledge, information and belief.

ATTEST:

MOUNTAIN VIEW SPORTS, INC.

Lesley E. Webber
Secretary

BY: J. F. Webber (SEAL)
President

FILED

30 27 19 21 03 12 05

30438453

JUN 21 11 00 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



0004.7 00138

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 9A 3.8 BUSINESS CODE _____ COUNTY 71

D 3098621 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	<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
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
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) J. F. Webber
Construction, Inc.

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

G Clair Baker Jr
Room 216
138 W. Wash St
Hagerstown Md
21740

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00047 00139

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
MOUNTAIN VIEW SPORTS, INC.
CHANGING ITS NAME TO:
J. F. WEBBER CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 12, 1993 AT 12:05 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

\$ _____

D3098621

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
G. CLAIR BAKER, JR.
138 W. WASHINGTON ST.
HAGERSTOWN

MAILED JUN 25 1993

MD 21740

160C3067954

A 414937



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

00047 00140

APPROVED FOR PAYMENT

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY 2/16/93 at 8:43 a.m.
NORMAN N. THROPE, D.D.S., P.A.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 17th day of December, 1992, by and between Norman N. Thrope, D.D.S., P.A., a Maryland professional corporation (hereinafter sometimes referred to as the "Transferor"), and Dr. Michael E. Anderson, D.D.S., P.C., a Maryland professional corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

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

Norman N. Thrope, D.D.S., P.A.
12821 Oak Hill Avenue
Hagerstown, Maryland 21740

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

Dr. Michael E. Anderson, D.D.S., P.C.
12821 Oak Hill Avenue
Hagerstown, Maryland 21740

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

Transferor is Norman N. Thrope, D.D.S., P.A., a corporation organized under the laws of the State of Maryland.

Transferee is Dr. Michael E. Anderson, D.D.S., P.C., a professional corporation organized under the laws of the State

of Maryland.

WEAVER, CLERK

JUN 21

11 00 AM '93

LENNIS

BY:

30478093

REC'D
FEB 16 1993

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article SEVENTH herein, is FOURTEEN THOUSAND DOLLARS (\$14,000.00).

FIFTH: No real property is affected by the transaction contemplated herein.

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations

Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: The sole initial director of Transferee named in its charter, there being no stock outstanding, by written informal action signed by him and filed with the minutes of the proceedings of the Transferee, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable, in the manner required by the Corporation and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

EIGHTH: In consideration of the payment to Transferor of FOURTEEN THOUSAND DOLLARS (\$14,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns; all of the equipment listed in the attached Exhibit B.

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

00047 00143

CLERK OF THE CIRCUIT COURT


IN WITNESS WHEREOF, Norman N. Thrope, D.D.S., P.A. and
WASHINGTON COUNTY

Dr. Michael E. Anderson, D.D.S., P.C., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer, as of this 17th day of December, 1992.

ATTEST:

TRANSFEROR:

NORMAN N. THROPE, D.D.S., P.A.


Sydell G. Thrope, Secretary

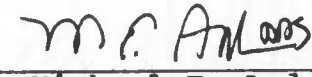
By: 
Norman N. Thrope, President

ATTEST:

TRANSFEREE:

DR. MICHAEL E. ANDERSON, D.D.S., P.C.


Jane M. Anderson, Secretary

By: 
Dr. Michael E. Anderson,
President

THE UNDERSIGNED, President of Norman N. Thrope, 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.


Norman N. Thrope, President

7488 0405

00047 00144

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE UNDERSIGNED, President of Dr. Michael E. Anderson, D.D.S., P.C., 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.

M. E. Anderson

Dr. Michael E. Anderson,
President

7499 0409

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SCHEDULE OF ASSETS

<u>Item</u>	<u>Quantity</u>	<u>Price</u>	<u>Total</u>
Modal J. Elite Chair	2	\$800.00	\$1,600.00
Escort floor mount unit	2	\$500.00	\$1,000.00
630B H.S. Hpc with light source	2	\$450.00	\$ 900.00
Light Fantastic unit mount operating light	3	\$300.00	\$ 900.00
Lot of cabinetry in various conflg. in operatories 1 & 2	2	\$250.00	\$ 500.00
Lumix 70 II X-ray	1	\$1,400.00	\$1,400.00
Mark 75 X-ray (spare head included)	1	\$750.00	\$ 750.00
Assist. Stool	2	\$ 50.00	\$ 100.00
E-2000 Drs Stool	2	\$ 75.00	\$ 150.00
Validator 8 autoclave	1	\$900.00	\$ 900.00
Advantage chair	1	\$900.00	\$ 900.00
Mini-Trol 4000 w cuspidor	1	\$650.00	\$ 650.00
Air polishing unit	1	\$ 20.00	\$ 20.00
E model 60 Kvp X-ray	1	\$600.00	\$ 600.00
Cabinet	1	\$ 50.00	\$ 50.00
420 compressor w dento drier	1	\$300.00	\$ 300.00
Vacuumaire (recently rebuilt)	1	\$600.00	\$ 600.00
Safelight	1	\$ 10.00	\$ 10.00
Cabinetry with dev. tank and sink	1	\$ 50.00	\$ 50.00
Photocopier	1	\$500.00	\$ 500.00
Telephone System	1	\$500.00	\$ 500.00

00047 00146

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

<u>Item</u>	<u>Quantity</u>	<u>Price</u>	<u>Total</u>
Emergency Drug Kit	1	\$100.00	\$ 100.00
Supplies (Miscellaneous)		\$520.00	\$ 520.00
Goodwill, Patient Lists and Records		\$1,000.00	\$1,000.00
		TOTAL:	\$14,000.00

MZA
NY

3489 0408

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00147

CLERK OF THE CIRCUIT COURT
DEPARTMENT OF REVENUE, RIGHTS and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1238 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~
(Transferor) _____
Norman N. Thrope, D.D.S., P.A.
D070595A

~~Surviving~~
(Transferee) _____
Dr. Michael E. Anderson,
D.D.S., P.C.
D3550902

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
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)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>13</u>	<u>1</u> Certified Copy <u>7</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 _____ 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.
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: Scott L. Schubel

MAIL TO ADDRESS: Wachs, Boone
and Schubel, P.A.
Attorneys at Law,
138 West Washington
Street
Hagerstown, Md
21740-4769

TOTAL FEES 33

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00047 00148

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF TRANSFER
OF

NORMAN N. THORPE D.D.S., P.A.
(A MD CORP.)

TRANSFEROR

AND
DR. MICHAEL E. ANDERSON, D.D.S., P.C.
(A MD CORP.)

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 16, 1993 AT 8:43 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D3550902

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
WACHS, BOONE, AND SCHUBEL, P.A.
ATTN: SCOTT L. SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

160C3067921

A 414910



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORP2-1.JSW
020593:MHD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

R. M. SHIFLER SALES COMPANY
(A CLOSE CORPORATION)

APPROVED FOR RECORD

02-10-93 at 12:29 .m.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Joseph S. Welty, whose post office address is 30 West Patrick Street, Suite 600, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Close Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: (a) The name of the Corporation is: R. M. Shifler Sales Company.

(b) The Corporation is a Close Corporation formed pursuant to the provisions of 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:

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the sale and marketing (at wholesale or retail) of heavy construction equipment and accessories; and to engage in the business of offering repair, maintenance and servicing in connection with the type of products sold and marketed.

(3) To apply for, obtain, purchase, or otherwise acquire, any licenses, copyrights, patents, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise and develop said licenses, copyrights, patents, permissions and the like, and to sell and otherwise deal with the same.

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

JUN 21 11 00 AM '93

3488 1145

LENNIE J. WEAVER, CLERK

BY: _____

30428169

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is hereby authorized to engage in any other lawful activity for which Corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 16609 Fairview Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Randy M. Shifler, 16609 Fairview Road, Hagerstown, Maryland 21740. Said resident agent is an adult citizen of Maryland and presently resides therein at the above address.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting common stock.

SIXTH: Although under Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter called "Code") the Corporation may elect not to have a Board of Directors, it is hereby provided that the Corporation shall have at all times a Board of Directors whose number shall be governed by the provisions of Section 2-402 of the Code, and its successor sections, and the name of the director who shall act until the first annual meeting of shareholders, or until his successor(s) are duly chosen and qualified is: Randy M. Shifler.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Clear reference to the fact that the Corporation is a Close Corporation shall appear permanently at the head of each Charter Document of the Corporation adopted hereafter, and the fact that this Corporation is a Close Corporation shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation. Further, it shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation the fact that the transfer of the stock of the Corporation is restricted under certain provisions of Maryland Law. If, at a later time, the Corporation and/or its shareholders should enter into any agreement restricting and/or regulating transfers on outstanding shares of the Corporation, then this fact shall be noted conspicuously

all outstanding shares of the Corporation. If any stock of the Corporation should be issued with restrictions or denial concerning voting rights, then this fact shall be conspicuously noted on the face of such shares of stock, and such restrictions and/or denial will be regulated in accordance with Section 4-504 of the Code, and its successor sections.

Any agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement.

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

(1) Subject to the provisions of Title 4, Subtitle 5 of the Code and its successor provisions, the Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of corporate stock of any class for such consideration as may be deemed advisable by the Board of Directors, as long as such directed issuance of shares have been authorized in advance by these Articles of Incorporation or amendments hereto properly approved by the stockholders.

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

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining

the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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

TENTH: Except as provided to the contrary in Section 4-504 of the Code and its successor sections, and except to the extent otherwise governed by a Unanimous Stockholders' Agreement under Section 4-401 of the Code and its successor sections, in each case where the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time requires the affirmative vote of more than a majority of the stockholders of the Corporation before a particular action may be taken by the Corporation that affirmative stockholder vote requirement shall be reduced to require an affirmative vote of only a majority of the stockholders of the Corporation having voting rights in the matter being considered.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of February, 1993.

WITNESS:

Anne L. Heavner
Anne L. Heavner

Joseph S. Welty (SEAL)
Joseph S. Welty


00047 00153

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 9th day of February, 1993, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the foregoing Articles of Incorporation to be his act.

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



Anne L. Heavner
NOTARY PUBLIC

My Commission Expires:
2/1/97

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00154

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COURT DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 pro BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>50</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, 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>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

(New Name) _____

Change of Name
Change of Principal Office
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
	_____	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 _____

CODE 045
ATTENTION: Joe Welty

MAIL TO ADDRESS: _____

TOTAL FEES 101
 Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

CERTIFIED COPY MADE

2488 115

00047 00155

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
R.M. SHIFLER SALES COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 10, 1993 AT 12:29 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:

\$

D3597499

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE

MD 21202

157C3067491

A 414574



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

CORPORATION RECORDS

APPROVED FOR RECORD BY THE CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
2-10-93 at 10:30 a.m.

ARTICLES OF INCORPORATION
MICHAEL E. FLURIE, CPA, P.A.

53 FEB 11 1993

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Michael E. Flurie, CPA, P.A.

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

(1) To engage in the professional business of accounting and the provision of accounting and related services; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 12903 Oak Hill Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Michael E. Flurie, 12903 Oak Hill Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the Director who shall act until the first annual meeting or until his successors is duly chosen and qualified:

Michael E. Flurie

30418525

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

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

Schlossberg & Associates
Attorneys at Law
34 West Washington Street
P.O. Box 4227
Hagerstown, Maryland 21741-4227

FILED

JUN 21 11 00 AM '93

LENNIC J. WEAVER, CLERA
BY:

00047 00157

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

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

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

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

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

Hlossberg & Associates
Attorneys at Law

4 West Washington Street
P.O. Box 4227
Pikesville, Maryland 21741-4227

00047 00158

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 9th day of January, 1993, and I acknowledge the
same to be my voluntary act and deed.

Joanna Kemmerer
Witness

R. Schlossberg (SEAL)
Roger Schlossberg

2487 0235

ites
Street
21741-4227

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00159

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 BUSINESS CODE 06 COUNTY 71
_____ 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	<u>Roger Schlossberg</u>
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Schlossberg</u>
87		_____ Limited Part. Good Standing	<u>& Associates</u>
71		Financial	<u>P.O. Box 4227</u>
600		_____ Personal	<u>Hagerstown Md.</u>
		Property Reports and _____	<u>21741-4227</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)	
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: JMT

NOTE: 3497 0229

00047 00160

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MICHAEL E. FLURIE, CPA, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 10, 1993 AT 12:32 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:

\$

D3597143

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
ROGER SCHLOSSBERG
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

156C3067396

A 414499



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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY APPROVED FOR PAYMENT

2/9/93 at 8:52 a.m.

RECEIVED '93 FEB 9 AM 8 52

ARTICLES OF INCORPORATION

ADVANCED GROUND MAINTENANCE, INCORPORATED

FIRST: I, James D. Johnson, Jr., whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is Advanced Ground Maintenance, Incorporated (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of providing landscaping services and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 4 Ford Avenue, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation is Gregg F. Finkel, 4 Ford Avenue, Boonsboro, Maryland 21713.

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

JUN 21 11 00 AM '93

DENNIS J. WEAVER, CLERK

BY: _____

3485 2925

30408305

00047 00162

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The names of the directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualifies are Gregg F. Finkel and Sherry Finkel.

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

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 5th day of February, 1993.

WITNESS:




James D. Johnson, Jr.

3085 2025

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00163

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY REGISTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.8 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, 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
- 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 _____

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

CODE _____

ATTENTION: _____

James D. Johnson, Jr

MAIL TO ADDRESS: Law Offices
Strite and Schildt
138 West Washington
Street
Hagerstown, Md 21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3425 28

00047 00164

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ADVANCED GROUND MAINTENANCE, INCORPORATED

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

OF MARYLAND FEBRUARY 9, 1993 AT 8:52 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

D3596608

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO: JAMES D. JOHNSON, JR.
LAW OFFICES STRITE AND SCHILDT
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

156C3067342

A 414449



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

CORPORATION RECORDS

00047 00165

APPROVED FOR PAYMENT

2/8/93 at 10:00
ARTICLES OF ORGANIZATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

FILED
FEB 8 1993
PM 10:57

BETHEL PROPERTIES, LLC

Denis L. Rocco, Norman E. Morin, Jr., and Pasquale Tigani being at least 18 years of age, form a limited liability company, and say:

1. The name of the limited liability company is Bethel Properties, LLC.
2. The principal office of the company is 49 Summit Avenue, Hagerstown, Washington County, Maryland 21740.
3. The Resident Agent of the company is Denis L. Rocco, 49 Summit Avenue, Hagerstown, Maryland 21740.
4. The purpose of the company is to develop, construct, rehabilitate and restore real property and improvements, and to rent, manage, and operate the same, and for all other lawful purposes.
5. The latest dissolution date of the company is December 31, 2050.

WITNESS the execution of these Articles of Organization as of this 4 day of FEB, 1993.

Denis L. Rocco
Denis L. Rocco, Member

Norman E. Morin, Jr.
Norman E. Morin, Jr., Member

Pasquale Tigani
Pasquale Tigani, Member

FILED

JUN 21 11 00 AM '93

LENNIS J. WEAVER, CLERK
BY: _____

30398640

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00166

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

J.M.

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 71

_____ 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, 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
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- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- Property Reports and _____ late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 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 _____

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

CODE _____

ATTENTION: William C. Wantz

MAIL TO ADDRESS: Kaylor T Wantz, Attorneys at Law, 123 West Washington Street Hagerstown, Md 2174

TOTAL FEES 50

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00047 00167

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF ORGANIZATION
OF
BETHEL PROPERTIES, LLC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 8, 1993 AT 10:57 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:

\$ _____

W3596152

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
WILLIAM C. WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

155C3067230

A 414356



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

2495 2117

CORPORATION RECORDS
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

00047 00168

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CORP5-35.GMB
020895.GMB
APPROVED FOR RECORD

02-09-93 at 12:46

ARTICLES OF INCORPORATION
SOFTWARE SCIENCES GROUP, INC.

1993 FEB - 9 P 12:46

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Gregory M. Burgee, whose post office address is West Patrick Street, 6th Floor, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: Software Sciences Group, Inc.

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

(a) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(b) To generally engage in the business of consulting in all aspects of the computer industry.

(c) To apply for, obtain, purchase or otherwise acquire, any licenses, permissions and the like which might be used for any of the purposes of the Corporation, and to use, exercise and develop such licenses, and to sell and otherwise deal with such licenses.

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation.

FILED

Jun 21 11 00 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

3485 1993

30408087

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

The Corporation is hereby authorized to engage in any other lawful activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 112 East Irvin Avenue, Hagerstown, Washington County, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland is D. Thomas Witmer, 112 East Irvin Avenue, Hagerstown, Washington County, Maryland 21742. Said resident agent is an adult citizen of Maryland and presently resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the name of the directors who shall act until the First Annual Meeting of the Shareholders, or until their successors are duly chosen and qualified are D. Thomas Witmer, Richard M. Hopper and William A. Wolfe.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: (a) Any holder of Common Stock if desirous of selling or transferring all or any of his shares of Common Stock, and the executor or personal representative of any deceased holder of Common Stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale, if desirous of selling or transferring any or all of such shares, and the donee of the holder of any of such shares if desiring to transfer any of such shares, and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge, and any holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer, or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor, and the name and address of a person experienced in the fields of finance and business appraisals who shall act as an appraiser.

(b) The President under the direction of the Board of Directors shall, within five (5) days of delivery of such written notice, select another individual with like experience to act as an appraiser and give like written notice of his name and address to the person wishing to make such sale, transfer or foreclosure and to the appraiser appointed by him; the two appraisers so selected shall, within five (5) days of the giving of said last named notice, select a third appraiser who shall be experienced in

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

the fields of finance and business appraisals, such as an individual engaged in the business of loaning money or in banking and who shall reside or be engaged in business in Washington County, Maryland, and they shall at once notify both parties in writing of the name and address of said third party.

(c) The three appraisers so selected shall, within fifteen (15) days after selection of the third appraiser appraise the share or shares proposed to be sold, transferred, or foreclosed, and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to the Corporation and to the party wishing to sell, transfer or foreclose. In determining value, goodwill shall not be considered. Also, notice of their determination will be sent to every other holder of shares of Common Stock by the Corporation, within three (3) days of the Corporation's receipt of the value determination.

(d) Each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.

(e) The Board of Directors shall thereupon have an enforceable option, for the period of twenty-five (25) days after receipt of the notice of value determination by the appraisers, of purchasing said share or shares for the Corporation at the appraised value. Within such twenty-five (25) days, partial payment shall be made by the Board of Directors by depositing ten percent (10%) of the appraised value to the credit of the shareholder, personal representative, grantee, donee, assignee, pledgee or holder, as applicable, in any bank in Washington County, Maryland, that said individual shall designate, with the balance due being deposited in like manner within seventy-five (75) days after receipt of the notice of value, with the total appraised value to be held in escrow by an individual (escrow agent) selected by the Board of Directors of the Corporation, and paid to such selling person by the escrow agent only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the seller of this deposit.

(f) At expiration of said twenty-five (25)-day period with the Corporation failing to exercise its option, notice of which shall immediately upon expiration be given in writing by certified mail, return receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have an enforceable option for the period of five (5) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the appraised value. Within such five (5)-day period, partial payment shall be made by the group of purchasing shareholders by depositing ten percent (10%) of the appraised value in the same manner as set forth in subparagraph (e) above, with the balance due to be deposited in like manner as described above within thirty-five (35) days after receipt of the notice first mentioned in this subparagraph (f).

The right of purchase in such case shall be ratable to respective holders of Common Stock according to the number of shares held by each shareholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale and any outstanding treasury stock. If any of the shareholders entitled to purchase fails to accept the shares at the appraised value, then the other shareholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the appraised value. The shares being offered for sale need not be sold to the shareholders hereunder unless the purchasing shareholders agree, as a group, to buy all shares being offered for sale and proper deposits as set forth hereinabove are made.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(g) The Board of Directors are not obliged to purchase any share or shares of Common Stock at appraised value aforesaid, unless it shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other common shareholders do not purchase the shares involved within the specified times, such shareholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at their liberty to sell said share or shares to any other person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.

(h) Any of the shareholders may transfer all or part of his or her shares of Common Stock by gift or bequest to or for the benefit of his wife, her husband or other members of his or her direct family without regard to the above restrictions on transfer; but, in case of any such transfer, the transferees or legatees shall receive and hold the shares subject to all of the restrictions contained in these Articles of Incorporation.

(i) The provisions contained within this paragraph EIGHTH may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of the shareholders of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with any applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this paragraph EIGHTH shall in all other events control any transfer of the shares of stock in the Corporation.

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

(a) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders, unless required so as to comply with preemptive rights set forth in paragraph FIFTH if shares are to be sold to non-stockholders or to existing stockholders disproportionately.

(b) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(c) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or

00047 00172

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(d) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote of the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous voting provisions set forth in paragraph EIGHTH (i) of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 8th day of February, 1993.

WITNESS:



 7457 (SEAL)

00047 00173

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 8th day of February, 1993, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gregory M. Burgee, who acknowledged the foregoing Articles of Incorporation to be his act.

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

Amanda J. Lathicum
Amanda J. Lathicum
NOTARY PUBLIC

My Commission Expires:

September 1, 1993

3485 1900

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00174
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Amis BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) _____
20	<u>30</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>12</u>	<u>1</u> Certified Copy <u>6</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	ATTENTION: <u>Gregory M. Bungee</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 102

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

CERTIFIED COPY MADE

00047 00175

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SOFTWARE SCIENCES GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 9, 1993 AT 12:46 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:

\$

D3595725

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO: GREGORY M. BURGEE
MILES & STOCKBRIDGE
10 LIGHT STREET
GREGORY M. BURGEE
BALTIMORE MD 21202

155C3067187

A 414322



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

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

2/8/93 at 8:48 P.M. APPROVED FOR RECORD

FIRST: The undersigned Lawrence F. Fiorita, Qtr.
whose address is 13931 Exline Road, Hancock, Maryland 21750

_____ , 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 Hancock Memorial Post # 10502, veterans of Foreign Wars of U. S. Inc.

THIRD: The purposes for which the corporation is formed are as follows: Fraternal, patriotic, historical, and educational.; To promote comradeship, assist worthy comrades, perpetuate memory of our dead, their widows & orphans; To maintain true allegiance to U. S. Govt., and fidelity to the U. S. Constitution, Preserve & defend U. S. from all enemies whomsoever.

FOURTH: The post office address of the principal office of the corporation in Maryland is 140 W. Main Street, Hancock, Maryland 21750.

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Robert Calvin McCusker, Cdr., 3513 National Pike, Hancock, Maryland 21750

SIXTH: The corporation has no authority to issue capital stock.

30398302

SEVENTH: The number of directors of the corporation shall be 7 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 Robert Calvin McCusker, Cdr.; Robt. Clyde McCusker, Adj.; Lawrence F. Fiorita, Qtr., Floyd Weller, Sr. Vice Cdr.; Darrell W. Caldwell, Trustee.; Morris C. Landers, Trustee; Harold Burnett, Trustee.

EIGHTH: See Attached

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Lawrence F. Fiorita, Qtr.
13931 Exline Road
Hancock, Maryland 21750

SIGNATURE(S)

Lawrence F. Fiorita

FILED

ATS-115

JUN 21 11 01 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

3485 1936

STATE OF MARYLANDWILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201-2392**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "NONSTOCK" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** None
- SEVENTH:** Insert the name of at least one adult. This individual does not have to be a resident of Maryland.
- EIGHTH:** Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00.

TELEPHONE/(410) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

BY-LAWS
 CLERK OF THE CIRCUIT COURT
 HANCOCK MEMORIAL POST 10502, VETERANS OF
 FOREIGN WARS OF U. S., INC.

Sec. 01: Name.

This Post shall be known as "Hancock Memorial Post 10502, Veterans of Foreign Wars of U. S., Inc."

Sec. 02: Objects

The objects of this association are fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among member; to assist worthy comrades; to perpetuate the memory and history of our dead, assist their widows and orphans; to maintain true allegiance to the Government of the United States of America, and fidelity to it's Constitution and laws; To foster true patriotism, to maintain and extend American freedom; To preserve and defend the United States from all her enemies whomsoever.

Sec. 03: Eligibility.

Anyone who has served honorably as an officer or enlisted person, on active duty, honorably discharged, released to inactive duty or retired shall be eligible for membership. (1) whose service in the Armed Forces of the United States in any foreign insurrection, or expedition is recognized as campaign medal service and governed by the authorization of the issuance of a campaign badge (medal) by the Government of the United States of America; and (2) who is a citizen of the United States, subject to the provisions hereinafter set forth.

SEC. 04: Application.

Every application for membership shall be in writing. The form shall comply with rules set forth in Manual of procedure, and will be certified for eligibility by an active member in good standing.

Sec. 05: Election, Notification & Obligation.

Members shall be elected, notified and obligated as prescribed in the Manual of Procedure.

Sec. 06: Admission Fee & Dues.

Dues in Post 10502 shall be \$14.00, per annum, and new members will be required to pay an admission fee of \$1.00.

Sec. 07: Members in Good Standing.

A member who has paid his current dues to Dec. 31 is in good standing, and ceases to be in good standing on Jan. 1st immediately following the year for which his dues had been paid, and shall remain in that status until his dues are paid for the current year.

Sec. 08: Former members-Reinstatement.

A former member whose dues have been unpaid for one year or more may be reinstated as prescribed in the manual of procedure.

00047 00179

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Sec. 09: Transfers.

Transfer of membership from this post to another or from another post to this one shall be according to Sec. 107 in the manual of procedure, governing transfers.

Sec. 10: Removing ineligibles.

Every member shall be required to prove his eligibility qualifications and ineligible members shall be removed as prescribed in the manual of procedure.

Sec. 11: Rights of members.

No member (person listed on the membership roles of this Post) shall be deprived of membership or suspended from membership, except for nonpayment of dues, and no elected officer may be relieved of his office, except for nonpayment of dues, expiration of term, office declared vacant in accordance with manual of procedure, unless he has been tried and convicted by Court-Martial in accordance with the procedures in the manual of procedure.

Sec. 12: Regular and Special meetings.

Regular meetings of Post 10502 will be held at the Post Home at 140 W. Main Street in Hancock, Md. on the first Wednesday of each month at 1900 Hrs.

The Post Commander may call a special meeting upon the signed written request of seven members or on the vote of the majority of members present at a regular meeting.

Special meetings will be called in accordance with the procedures set fourth in the manual of procedures. No business will be transacted at a special meeting except that for which the meeting was called.

Sec. 13: Quorum.

The transaction of no business will be conducted without first having a quorum of six (6) members in good standing in attendance at such meeting.

Sec. 14: Officers, Elected & Appointed.

(a) Officers of this Post shall consist of at least a Commander, Sr. Vice Cdr., Jr. Vice Cdr., Quartermaster, Adjutant, Advocate, Chaplain, Surgeon, Officer of the Day, Three (3) Trustees, ~~SEVEN TRUSTEES~~. All above enumerated officers shall be elected offices.

(b) The Commander shall appoint all other officers as they shall be required, and the Cdr. shall retain authority to remove any officer appointed by him at any time.

Sec. 15: Voting.

Each Post member in good standing shall be entitled to one (1) vote as prescribed in the manual of procedure.

00047 00180

Sec. 16: Eligibility to Office.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

All members in good standing shall be eligible to any office in this Post, provided no member shall hold two elective Post offices at the same time, but may hold one elected office and one or more appointive offices at the same time.

Post trustees shall not be eligible to serve on committees or as officers having to do with the receipt & expenditures of Post funds whose records & accounts are audited by the trustees.

Sec. 17: Items Omitted or Superseded.

Anything enumerated in these by laws or omitted from these by laws will be covered by District, State or National By-laws, and anything in conflict with the by laws of a higher entity will be superseded by the higher entity.

Sec. 18: Elections:

Persons seeking office will be nominated to the various offices, will be nominated for office at the regular post meeting in March of each year, elections will be held at the Post Home at the regular meeting in April, and newly elected or appointed officers in the Post will Assume their respective offices for the ensuing term on July 1st of each year. Installation of newly elected and appointed officers will be held according to the schedule of the District commander, but will be no later than July 1st.

Amendment 1: Special Meetings: No special meeting shall be held without first, giving all members due and timely notice.

Amendment 2: All appointed and elected officers must attend 60% of annual scheduled meetings, and are subject to removal for failure to comply.

By-laws approved and amended, October 7, 1992.

Robert Calvin Musher
Commander

Ralph Clyde Musher
Adjutant

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00181

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Inc BUSINESS CODE 04 COUNTY 21

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 _____ Organ. & Capitalization
- 61 20 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, 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
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- 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.
- 98 _____ Art. of Organization (LLC)
- 97 _____ LLC Amend, Diss, Continuation
- 96 _____ LLC Cancellation
- 94 _____ Reg. Foreign LLC
- 92 _____ Foreign LLC Supplemental
- _____ 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: Lawrence J. Prioritar, Q+R.
13931 Exline Road
Hancock, Maryland
21750

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents 01 checks

APPROVED BY: PCM

7485 1940

00047 00182

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HANCOCK MEMORIAL POST # 10502, VETERANS OF
FOREIGN WARS OF U.S. INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 8, 1993 AT 8:48 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

03595196

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED JUL 25 1993

RETURN TO:
LAWRENCE F. FIORITA, QTR.
13931 EXLINE ROAD
HANCOCK MD 21750

155C 3067134

A 414271



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

00047 00183

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 2/3/93
Shear Expressions Hair Design, Inc. 12:05 p.m.
(A Close Corporation)

J

ARTICLES OF INCORPORATION

FIRST: I, SCOTT L. SCHUBEL, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Shear Expressions Hair Design, Inc.

THIRD: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 9, East Oak Ridge Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Patricia A. Hoover, 19821 Marcia Court, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

FILED

Jun 21 11 01 AM '93

LENNIS J. WEAVER, CLERK

BY:

30358086 7465 0490

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 Teresa M. Myers.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of February, 1993 and I acknowledge the same to be my act.

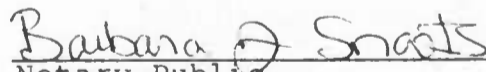


Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, That on this 2nd day of February, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:

5-14-94

3485 0492

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00186

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
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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>9</u>	<u>1</u> Certified Copy <u>3</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
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
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600		_____ Personal
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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 _____

(New Name) _____

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

CODE _____

ATTENTION: Scott L. Schubel, Esq.

MAIL TO ADDRESS: Wachs,
Boone + Schubel,
P.A.

138 West Washington
Street
Hagerstown, MD
21740-4769

TOTAL FEES 49

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3485 0493

00047 00187

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SHEAR EXPRESSIONS HAIR DESIGN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 3, 1993 AT 12:05 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:

\$

D3593191

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
WACH, BOONE & SCHUBEL, P.A.
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

154C3066909

A 414091



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3485 0488

CORPORATION RECORDS

00047 00188

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD ARTICLES OF INCORPORATION

01-18-93 at THE GREAT HAGERSTOWN FAIR CORPORATION OF 8:27 a.m.

J

ARTICLE ONE: I, John H. Urner, whose post office address is Urner, Nairn, Barton & Williams, 207 South Potomac Street, Hagerstown, Maryland 21740 being above the age of eighteen (18) years, do hereby form a corporation under and in accordance with the general laws of the State of Maryland.

ARTICLE TWO: The name of the Corporation (hereafter the "Corporation") is "The Great Hagerstown Fair Corporation".

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

- A. To engage in projects which promote the City of Hagerstown, Washington County or the State of Maryland.
B. To purchase or otherwise acquire, hold, own, convey, maintain, improve, operate, mortgage, sell, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever and wheresoever located in furtherance of the present or future business of the Corporation.
C. To do or perform any lawful act or pursue any lawful purpose in general and as specifically authorized by Section 2-103 of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as amended. Any specifically enumerate purpose or purposes herein are by way of illustration only and are not limitations or restrictions on the Corporation's power to adopt or pursue other or further lawful ends.

ARTICLE FOUR: The post office address of the principal office of the Corporation in the State of Maryland is 480 N. Potomac Street, Hagerstown, Maryland 21740.

ARTICLE FIVE: The name and post office address of the Corporation's resident agent, who is both a citizen and resident of the State of Maryland, is Merle S. Elliott, 480 N. Potomac Street, Hagerstown, Maryland 21740.

ARTICLE SIX: The total number of shares of capital stock which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value One Cent (\$.01) per share, with an aggregate par value of Ten Dollars (\$10.00).

ARTICLE SEVEN: The Corporation shall have a Board of one Director.

GENNIE J. WEAVER, CLERK

BY: _____

30288216

1993 JUN 20 PM 8 27
1993 JUN 18 PM 8 27

✓

2122

The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the provisions of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as amended. The name of the Director who shall act as such until the first annual meeting of the Stockholders and until his successor is duly elected and qualified is Merle S. Elliott.

ARTICLE EIGHT: In carrying on its business or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(A) The Corporation reserves the right from time to time to make any amendment of its Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

(B) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

1. To authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;

2. By Articles Supplementary to these Articles of Incorporation, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE NINE: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right

00047 00190

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

that the Board of Directors may deem advisable in connection with such issuance.

ARTICLE TEN: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its shareholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE ELEVEN: The Corporation shall to the fullest extent permitted by Section 2-418 of the Corporations and Associations article of the ANNOTATED CODE OF MARYLAND, as such section may be amended or supplemented from time to time, or by any successor legislation, indemnify its past, present and future directors and officers from judgments, fines, penalties, settlements and defense costs and expenses (including reasonable attorneys' fees) incurred in threatened, pending or completed actions, suits or proceedings against him, whether civil, criminal, administrative or investigative, to which such person was or is a party or threatened to be made a party by reason of his being or having been a director or officer of the Corporation or, at the Corporation's request, of any other corporation, partnership or enterprise and from which he is not otherwise entitled to be indemnified. The right to indemnification under this ARTICLE ELEVEN shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person. The indemnification provided for herein shall not be deemed exclusive of any other rights to which a person seeking indemnification from the Corporation may be entitled under any Bylaw, agreement vote of shareholders or disinterested directors or otherwise. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the terms of this Article as set forth herein with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of January, 1993, and I acknowledge the same to be my act.



John H. Urner

3483 2124

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00191

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON QUARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE OSJ BUSINESS CODE 03 COUNTY 77

_____ 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	
23		Local Transfer Tax	
31	<u>6</u>	_____ Corp. Good Standing	ATTENTION: _____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: _____
		late filing penalties	<u>Urener, Nairn, Barton</u>
70		Change of P.O., R.A. or R.A.A.	<u>& Williams</u>
91		Amend/Cancellation, For. Limited Part.	
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	<u>207 South Potomac St.</u>
94		Foreign LLC Supplemental	<u>Hagerstown, Md. 21740</u>
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 46

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

7483 2125

00047 00192

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
THE GREAT HAGERSTOWN FAIR CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 18, 1993 AT 8:27 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:

\$

D3590239

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 5 1993

RETURN TO:
URNER, NAIRN, BARTON & WILLIAMS
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

152C3066577

A 413868



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

7463 2121

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

LIBERTY AERO SERVICES, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, Neal A. Samonte, whose post office address is 1834 Millstream Drive, Frederick, Maryland 21702, 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 Liberty Aero Services, Inc.

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

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

a. To carry on the business of aircraft maintenance and support, aircraft sales and brokerage, aviation parts sales, aviation management and consulting services, and pilot services.

b. To engage in any other lawful purpose and business permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this State is 18515-7A Henson Boulevard, Hagerstown, Maryland 21741. The Resident Agent of the Corporation in this State is Neal A. Samonte, whose address is 1834 Millstream Drive, Frederick, Maryland 21702. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock, with par value of \$10.00 per share.

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

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

a. The Corporation is hereby empowered to issue from time to time its authorized shares for such lawful consideration, whether money or otherwise, as the shareholders shall determine, and any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder

93 JUN 26 11 01 AM '93

ROGER BUCHEN
ATTORNEY AT LAW
EAST PATRICK STREET
FREDERICK, MD 21701
(301) 682-0008

JUN 21 11 01 AM '93

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

3483 1789

LENNIE J. WEAVER, CLERK

APPROVED FOR PAYMENT

30273177

BY: _____ 1-26-93 at 10:54 .m.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

of such shares shall not be liable for any further call or assessment or any other payment. A statement that the actual value of any consideration other than money, in the opinion of the shareholders, is or will be not less than a certain sum shall be deemed a sufficient statement of the actual value of such consideration and in the absence of actual fraud in the transaction, any valuation so fixed by the shareholders shall be conclusive for all purposes.

b. In the event of the increase in the amount of capital stock of the Corporation or of the issue or reissue of any shares of stock of the Corporation which may be held by the Corporation as treasury stock, or which may have the status of authorized but unissued stock, each owner of outstanding shares of stock of the Corporation is granted pre-emptive rights to purchase, in proportion to the owner's then ownership of the issued and outstanding shares of the Corporation, any such capital stock of the Corporation.

c. No shares of stock of this Corporation, whether new or hereafter issued shall descend or be sold, transferred, assigned or devised by the owners thereof unless and until (1) a written offer to sell such shares shall have first been delivered to the Corporation which shall thereupon and for thirty (30) days thereafter be entitled to purchase such shares or any part of them, and (2) if any shares remain unpurchased by the Corporation, it shall at any time of its choosing within said thirty (30) days notify its shareholders in writing that they shall each be entitled for thirty (30) days from issuance of the Corporation's notice to purchase their respective proportions (pro-rata) of such shares.

d. The shareholders shall have the power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporations and Associations Article of the Annotated Code of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the shareholders, in their sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.

e. Any contract or other transaction between the Corporation and one or more of its shareholders or between the Corporation and any firm of which one or more of its shareholders are members or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its shareholders are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such shareholders at the meeting of the shareholders which act upon or in reference to such contract or transaction; and notwithstanding the shareholders participation in such action, if the fact of such interest shall be disclosed or known to the other shareholders and the shareholders shall authorize, approve, or ratify such contract or transaction.

f. Each shareholder and officer or former shareholder or officer of the Corporation, shall be indemnified by the Corporation against liabilities, fines, penalties and claims

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

imposed upon or asserted against said person (including amounts paid in settlement) by reason of having been such a shareholder or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by said person in connection therewith, except in relation to matters as to which said person shall have been finally adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of said person's duty as such shareholder or officer.

g. The enumeration and definition of a particular power of the shareholders included in the foregoing shall in no way be limited or restricted by reference to or inference from 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 shareholders under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.


IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of JANUARY, 1993, and I acknowledge the same to be my act.


Neal A. Samonte

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I hereby certify that on this 25th day of JANUARY, 1993, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Neal A. Samonte, who acknowledged the foregoing Articles of Incorporation of Liberty Aero Services, Inc., to be his voluntary act and deed.

Witness my hand and Notarial Seal.


Notary Public

My commission expires: 1-1-96

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

J.M.



00047 00196

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 031 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, 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: Jean Rogers
Bucher Attorney at
Law 341 West Patrick
Street Frederick, Maryland
21701

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

2483 1392

00047 00197

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
LIBERTY AERO SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 26, 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:

\$ _____

D3589496

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
JEAN ROGER BUCHEN
341 W. PATRICK ST.
FREDERICK

MD 21701

151C3066441

A 413596



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

2487-111

GREEN HILLS GROUP HOME, INC.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



ARTICLES OF INCORPORATION

FIRST: I, Gilbert L. Hunt, whose post office address is 3703 Chestnut Grove Road, Keedysville, Maryland, 21756, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, and adopt the following Articles of Incorporation for such corporation.

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

GREEN HILLS GROUP HOME, INC.

THIRD: The purpose(s) for which the Corporation is formed are as follows:

(a) To conduct the business of offering a homelike setting at a home for the care of elderly residents, providing around the clock care, meals, housekeeping, laundry, and medication monitoring in a country living environment. Our goal is to have our residents enjoy life and the companionship of other seniors, knowing they are safe and cared for.

(b) To provide our elderly residents the enjoyment of a spacious country home with protected front porch, a huge wrap-around back deck, two living rooms, two dining areas and the choice of either private or semi-private bedrooms.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

1-27-93 at 12:11 pm.m.

30288076

FILED

Jun 21 11 01 AM '93

DENNIS J. WEAVER, CLERK

BY: _____

FILED JUN 27 PM 12 11 '93

WASHINGTON COUNTY

FOURTH: The post office address of the principal office of the Corporation in Maryland is to be located at 3703 Chestnut Grove Road, Keedysville, 21756. ✓

The name and post office address of the Resident Agent of the Corporation is: Gilbert L. Hunt, 3703 Chestnut Grove Road, Keedysville, Maryland, 21756. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The Corporation shall be a stock corporation. The total number of shares of Common Stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate value of One Thousand Dollars (\$1,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Lays of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified are:

Gilbert L. Hunt
3703 Chestnut Grove Road
Keedysville, MD 21756

7497 1385

00047 00200

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SEVENTH: The Corporation may, by its By-Laws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland, or of the United States of America.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles of Incorporation on January 26, 1993, and severally acknowledge the same to be my act.

Gilbert L. Hunt
Gilbert L. Hunt

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

I HEREBY CERTIFY that on this 26th day of January, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gilbert L. Hunt, and acknowledged the foregoing Articles of Incorporation to be his act and deed, and further made oath in jue form of law that the matters and facts set forth in said Articles of Incorporation with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

My Commission Expired: 6/1/96

Jeanette P. Eastuday
Notary Public

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00201

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON CENTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

J.M.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(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>Gilbert L.</u>
		late filing penalties	<u>Hunt 3703 Chestnut</u>
70		Change of P.O., R.A. or R.A.A.	<u>Grove Road Keedysville</u>
91		Amend/Cancellation, For. Limited Part.	<u>MD 21756</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

Documents on _____ checks

APPROVED BY: JMT

NOTE:

3483 1387

00047 00202

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GREEN HILLS GROUP HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 27, 1993 AT 12:11 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:

\$

D3589488

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
GILBERT L. HUNT
3703 CHESTNUT GROVE RD.
KEEDYSVILLE MD 21756

151C3066440

A 413595



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

3487 1787

NOTICE OF CHANGE OF ADDRESS OF THE
RESIDENT AGENT AND PRINCIPAL OFFICE OF
FOUNTAINHEAD PROPERTIES MANAGEMENT, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of Fountainhead Properties Management, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

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.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.



Donald L. Rohr

(SEAL)

1992 FEB -2 1:24

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

JAN 21 11 01 AM '93

DENNIS J. WEAVER, CLERK

BY: _____

APPROVED FOR RECORD

2/2/93 at 1:24 p.m.

3483 0818

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00204

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON QUARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D2583003 _____ 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 <u>045</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: <u>LARRY FISHER</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	<u>\$10.00</u>	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 \$10.00
_____ 1 Check _____ Cash
_____ Documents on _____ 1 checks

APPROVED BY: RMC

NOTE:

2487 0819

00047 00205

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
FOUNTAINHEAD PROPERTIES MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 2, 1993 AT 1:24 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D2583003

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LARRY FISHER
10 LIGHT STREET
BALTIMORE

MD 21202

150C3066343

A 413797



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

2483 0017

NOTICE OF CHANGE OF ADDRESS OF THE
RESIDENT AGENT AND PRINCIPAL OFFICE OF
GHATTAS ENTERPRISES, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of Ghattas Enterprises, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

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.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

Donald L. Rohr

Donald L. Rohr

(SEAL)

1992 FEB -2 P 1:24
FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2/2/93 at 1:24 P..m.

7487 0815

Jun 21 11:02 AM '93

LENNIS J. WEAVER, CLERK

BY:

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00207

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY QUARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D3472198 _____ 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 <u>045</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: <u>LARRY FISHER</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	<u>\$10.00</u>	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 \$10.00 _____
_____ 1 Check _____ Cash

¢ Documents on 1 checks

APPROVED BY: RMC

NOTE:

3483 0818

00047 00208

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
GHATTAS ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND February 2, 1993 AT 1:24 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10 _____

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

150c3066342

GCS

A 384720



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

NOTICE OF CHANGE OF ADDRESS OF THE
RESIDENT AGENT AND PRINCIPAL OFFICE OF
A.M.G. ENTERPRISES, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of A.M.G. Enterprises, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

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.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

Donald L. Rohr

Donald L. Rohr

(SEAL)

1993 FEB -2 10 24

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2/2/93 at 1:24 P.m.

Jun 21 11:02 AM 1993

LENNIE J. WEAVER, CLERK
BY: _____

3487 0912

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00210

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D3052064 _____ 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, 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 _____ 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.
- 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
- ~~XXXXX~~ _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

CODE 045

ATTENTION: LARRY FISHER

MAIL TO ADDRESS: _____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

3493 0913

¢ Documents on 1 checks

APPROVED BY: RMC

00047 00211

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
A.M.G. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 2, 1993 AT 1:24 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D3057064

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LARRY FISHER
10 LIGHT STREET
BALTIMORE

MD 21202

150C3066341

A 413796



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

NOTICE OF CHANGE OF ADDRESS OF THE
RESIDENT AGENT AND PRINCIPAL OFFICE OF
BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of Booksellers of Fountainhead Plaza, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

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.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

1993 FEB -2 P 1:24



Donald L. Rohr (SEAL)

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

GHATTAS#2\LEFASC68.NOT
JUN 21 11 02 AM '93
LENNIS J. WEAVER, CLERK
BY: _____

APPROVED FOR RECORD
2/2/93 at 1:24 P.m.

3497 0808

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00213
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
03256773 _____ 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)	<u>XXXXX</u> 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	
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>LARRY FISHER</u>
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	\$10.00	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 \$10.00
_____ 1 Check _____ Cash

_____ Documents on 1 checks

APPROVED BY: RMC

34830810

00047 00214

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 2, 1993 AT 1:24 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D3256773

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE

MD 21202

150C3066340

A 413795



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

2407 0801

NOTICE OF CHANGE OF ADDRESS OF THE
RESIDENT AGENT AND PRINCIPAL OFFICE OF
OFFICE SUPPLIERS, INC.

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

December 3, 1992


I, Donald L. Rohr, Secretary of Office Suppliers, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

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.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.



Donald L. Rohr (SEAL)

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

JUN 21 11 02 AM '93
LENNIS J. WEAVER, CLERK
BY: _____

APPROVED FOR RECORD
2/2/93 at 1:24 P.m.

3483 0806

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00216

DEPARTMENT OF ASSESSMENTS and Taxation
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0402230 _____ 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 <u>045</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: <u>LARRY FISHER</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	\$10.00	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 \$10.00

1 Check _____ Cash

¢ Documents on 1 checks

APPROVED BY: RMC

NOTE:

3493 0807

00047 00217

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
OFFICE SUPPLIERS, INC.

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

OF MARYLAND FEBRUARY 2, 1993 AT 1:24 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D0402230

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LARRY FISHER
10 LIGHT STREET
BALTIMORE

MD 21202

150C3066339

A 413794



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

7483 1277

NOTICE OF CHANGE OF RESIDENT AGENT
AND ADDRESS OF THE PRINCIPAL OFFICE OF
MARTIN TRUCK CORPORATION

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

December 3, 1992

I, Donald L. Rohr, Secretary of Martin Truck Corporation (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from P.O. Box 1976, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

30338871

RESOLVED: That the resignation of Oliver H. Martin as resident agent is accepted and that Asad M. Ghattas, who is a resident of Maryland and whose post office address is 13224 Fountainhead Plaza, Hagerstown, Maryland 21742, is designated as the resident agent of the Corporation.

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

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.



Donald L. Rohr

(SEAL)

1993 JUN -2 P 1:24

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2/2/93 at 1:24 P.m.

3483 0803

JUN 21 11 02 AM '93

CENNIS J. WEAVER, CLERK
BY: _____

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00219
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D 0131417 _____ 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)	<u>XXXXX</u> 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>LARRY FISHER</u>
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	<u>\$10.00</u>	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 \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3483 0804

00047 00220

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
MARTIN TRUCK CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 2, 1993 AT 1:24 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D0131417

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LARRY FISHER
10 LIGHT STREET
BALTIMORE

MD 21202

150C3066338

A 413793



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

2457 0013

GALE FREIGHT FORWARDING, INC.
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR RECORD

RECEIVED

J
FIRST: I, Edward N. Button, whose address is 2-1-93 at 9:52am 34 N. Potomac St., Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

AM 9

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Gale Freight Forwarding, Inc.

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

(1). To act as a freight forwarding, shipping, and freight agent; clearance and custom-house broker; to do any and all things, as agent for or intermediary between shippers and carriers, which may seem calculated to promote their interests or convenience and which this Corporation may lawfully do; 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 44 N. Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 44 N. Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

JUN 21 11 02 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

30326001 7487 0708

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Glenda S. Gale, Alicia R. Gale, and Arnold M. Gale.

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

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

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

(3). The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and

any objecting stockholder ^{CLERK OF THE CIRCUIT COURT} ~~whose name is on the list~~ ^{WASHINGTON COUNTY} 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 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 improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, profit of 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.

00047 00224

IN WITNESS WHEREOF ^{CLERK OF THE CIRCUIT COURT} ~~OF WASHINGTON COUNTY~~ signed these Articles of
Incorporation this 28 day of January, 1993, and I
acknowledge the same to be my act.



Edward N. Button

3483 0308

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00225

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

J.M.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>38</u>	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: _____
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>Edward N. Button, P.C.</u>
70		Change of P.O., R.A. or R.A.A.	<u>44 North Potomac St.</u>
91		Amend/Cancellation, For. Limited Part.	<u>Suite 104</u>
99		Art. of Organization (LLC)	<u>Hagerstown, Md. 21740</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

APPROVED BY: Jm T

3493 0310

00047 00226

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GALE FREIGHT FORWARDING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 1, 1993 AT 9:52 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:

\$

D3585494

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
EDWARD N. BUTTON, P.C.
44 N. POTOMAC STREET, STE. 104
HAGERSTOWN MD 21740

150C3066219

A 413716



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

CORPORATION RECORDS

00047 00227

CLERK OF THE CIRCUIT COURT
MEYERS, YOUNG & WASHINGTON, P.A.

ATTORNEYS AT LAW
POST OFFICE BOX 1267

HAGERSTOWN, MARYLAND 21741-1267

LYNN F. MEYERS
WILLIAM P. YOUNG, JR.
E. KENNETH GROVE, JR.
MARK D. THOMAS (MD & PA BAR)
~~CARL F. CREEDEN (MD & PA BAR)~~

SUSAN CAROL ELGIN
OF COUNSEL

THE BRYAN CENTRE
82 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740
TELEPHONE (301) 739-6450
FAX (301) 733-4110

January 28, 1993

Heritage Building Components
Attention: Lewis R. Bowers
P.O. Box 1252
Hagerstown, MD 21741-1252

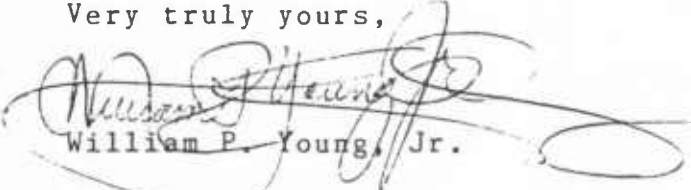
Re: Resignation Of William P. Young, Jr., Esquire, as Resident
Agent Of Heritage Building Components, Inc.

Our File Re: 92-0258

Dear Mr. Bowers:

Please be advised that this letter represents my formal
resignation as Resident Agent of the corporation known as
Heritage Building Components. As required by the laws of the
State of Maryland regarding corporations and associations, I am
forwarding a photocopy of this letter to the State Department of
Assessments and Taxation which will be formally filed among their
official corporate records.

Very truly yours,


William P. Young, Jr.
JES/jes

FILED

JUN 21 11 02 AM '93

LENNIE J. WEAVER, CLERK

BY:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-29-93 at 1:25 P.M.

30328007

2000 1740

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00228
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D1988641 _____ 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, 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
70	\$10.00	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 _____

(New Name) _____

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

CODE _____

ATTENTION: _____

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

TOTAL FEES \$10.00 _____
 _____ 1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

NOTE:

3482 2741

00047 00229

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

RESIGNATION OF RESIDENT AGENT
OF
HERITAGE BUILDING COMPONENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 29, 1993 AT 1:25 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D1988641

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 23 1993

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

MD 21741 1267

149C3066113

A 413470



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

CLERK OF THE CIRCUIT COURT APPROVED FOR RECORD WASHINGTON COUNTY

'93 JAN 23 AM 8 32

01-18-93 at

8:27 .m.

'93 JAN 18 AM 8 27

M. C. RICE ENTERPRISES, INC. ARTICLES OF INCORPORATION

FIRST: I, Merle K. Rice, whose post office address is 525 W. Northern Avenue, Hagerstown, Maryland 21742, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

M. C. RICE ENTERPRISES, INC.

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

(1) To engage in the restaurant business, to provide services related to the same, and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 525 W. Northern Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Merle K. Rice, 525 W. Northern Avenue, Hagerstown, Maryland 21742. 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 (3), provided that:

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

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

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

JUN 21 11 02 AM '93

30288233

7492 2500

LENNIS J. WEAVER, CLERK BY: _____



Merle K. Rice
Carol A. Rice

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

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

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

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

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

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of January, 1993, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

[Signature]

[Signature] (SEAL)
Merle K. Rice

3492 2602

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00233

Department of Assessments and Taxation
CLERK OF THE COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02 *P*

BUSINESS CODE

03

COUNTY

71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 30 _____ Organ. & Capitalization
- 61 20 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, 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
- 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 _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

G. Clair Baker, Jr., P.A.
Room 216
138 West Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

Check _____ Cash

NOTE:

7492 2603

Documents on _____ checks

APPROVED BY: *JMT*

00047 00234

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
M. G. RICE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 18, 1993 AT 8:27 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:

\$

D3584901

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
G. CLAIR BAKER, JR. P.A.
138 WEST WASHINGTON STREET, RM. 216
HAGERSTOWN MD 21742

149C3066083

A 413444



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

JUN 25 1993

ARTICLES OF INCORPORATION APPROVED FOR RECORD

OF 1/26/93 at 2:43 .m.

APPALACHIAN TRACTOR SALES, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Aryeh Guttenberg, whose post office address is Commercentre East, Suite 285, 1777 Reisterstown Road, Baltimore, Maryland 21208, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

APPALACHIAN TRACTOR SALES, INC.

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

- (a) To engage in the sale of tractors and other lawn, garden and farm equipment and to do all things necessary, convenient or incidental to achieve the foregoing.
(b) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraph of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The address of the principal office of the Corporation in this State is 14901 Uhl Highway, S.E., Cumberland, Maryland 21502.

FIFTH: The name and address of the resident agent of the Corporation are William D. Adams, 14901 Uhl Highway, S.E.,

FILED

JUN 21 11 02 AM '93

CENNIS J. WEAVER, CLERK BY:

30278261

2482 2110

Cumberland, Maryland 21502; and the said resident agent is a citizen of the State and actually resides therein.

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

SEVENTH: The Corporation shall have one (1) Director which number may be increased, pursuant to the By-Laws of the Corporation (and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders). William D. Adams shall act as director until the first annual meeting or until a successor is duly elected and qualified.

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

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

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

00047 00237

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

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

TENTH: (a) To the fullest extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, no director or officer of the Corporation shall have any liability to the Corporation or its Stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of and proceeding in which liability is asserted.

(b) The Corporation shall indemnify and advance expenses to its currently acting and its former directors to the fullest extent that indemnification of directors is permitted by the Maryland General Corporation Law. The Corporation shall indemnify and advance expenses to its officers to the same extent as its directors and may do so to such further extent as is consistent with law. The Board of Directors may by Bylaw, resolution or agreement make further provisions for indemnification of directors, officers, employees and agents to the fullest extent permitted by the Maryland General Corporation Law.

(c) References to the Maryland General Corporation Law in this Article are to that law as from time to time amended. No amendment to the Charter of the Corporation shall affect any right of any person under this Article based in any event, omission or proceeding prior to the amendment.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 26th day January, 1993.

WITNESS:

[Signature]

[Signature] (SEAL)
Aryeh Guttenberg

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00239

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY REGISTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11
_____ 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: <u>anyeh</u>
23		Local Transfer Tax	<u>Mittenberg, Esq</u>
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: <u>Commercentre</u>
		Property Reports and _____	<u>East,</u>
		late filing penalties	<u>Suite 285</u>
70		Change of P.O., R.A. or R.A.A.	<u>1777 Reisterstown</u>
91		Amend/Cancellation, For. Limited Part.	<u>Road</u>
99		Art. of Organization (LLC)	<u>Balto, MD 21208</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

Documents on _____ checks

APPROVED BY: AMT

NOTE: 7482 2114

00047 00240

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
APPALACHIAN TRACTOR SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 26, 1993 AT 2:43 O'CLOCK P. M. AS IN CONFORM
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3584190

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 23 1993

Aryeh Guttenberg, Esq.
Commercentre East
1777 REISTERTOWN ROAD
BALTIMORE MD 21208

148C3065990

A 413349



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

3482 2109

ARTICLES OF INCORPORATION APPROVED FOR RECORD

OF 1/26/93 at 2:43 p.m.

ADAMS & SONS CONSTRUCTION COMPANY, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Aryeh Guttenberg, whose post office address is Commercentre East, Suite 285, 1777 Reisterstown Road, Baltimore, Maryland 21208, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

ADAMS & SONS CONSTRUCTION COMPANY, INC.

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

- (a) To engage in the business of construction, including excavation and construction on water lines and to do all things necessary, convenient or incidental to achieve the foregoing.
- (b) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraph of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The address of the principal office of the Corporation in this State is 14901 Uhl Highway, S.E., Cumberland, Maryland 21502.

JUN 21 11 02 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

3482 2104

30278264

1993 JUN 21 P 2:43

FIFTH: The name and address of the resident agent of the Corporation are William D. Adams, 14901 Uhl Highway, S.E., Cumberland, Maryland 21502; and the said resident agent is a citizen of the State and actually resides therein.

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

SEVENTH: The Corporation shall have one (1) Director which number may be increased, pursuant to the By-Laws of the Corporation (and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders). William D. Adams shall act as director until the first annual meeting or until a successor is duly elected and qualified.

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

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

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

qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

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

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

TENTH: (a) To the fullest extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, no director or officer of the Corporation shall have any liability to the Corporation or its Stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director

or officer at the time of and proceeding in which liability is asserted.


(b) The Corporation shall indemnify and advance expenses to its currently acting and its former directors to the fullest extent that indemnification of directors is permitted by the Maryland General Corporation Law. The Corporation shall indemnify and advance expenses to its officers to the same extent as its directors and may do so to such further extent as is consistent with law. The Board of Directors may by Bylaw, resolution or agreement make further provisions for indemnification of directors, officers, employees and agents to the fullest extent permitted by the Maryland General Corporation Law.

(c) References to the Maryland General Corporation Law in this Article are to that law as from time to time amended. No amendment to the Charter of the Corporation shall affect any right of any person under this Article based in any event, omission or proceeding prior to the amendment.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 26th day January, 1993.

WITNESS:




Aryeh Guttenberg (SEAL)

c:\wp51\articles\adams.inc

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00245

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>28</u>	Organ. & Capitalization	_____
61	<u>28</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>Ariseh</u>
23		Local Transfer Tax	<u>Mutterberg, Esq.</u>
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>Commercentia</u>
70		Change of P.O., R.A. or R.A.A.	<u>East</u>
91		Amend/Cancellation, For. Limited Part.	_____
99		Art. of Organization (LLC)	<u>Suite 285</u>
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	<u>1777 Plistertown</u>
96		Reg. Foreign LLC	<u>Road</u>
94		Foreign LLC Supplemental	_____
92		LLC Good Standing (short)	<u>Balto, MD 21208</u>
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

2482 2108

Documents on _____ checks

APPROVED BY: JMT

00047 00246

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ADAMS & SONS CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 26, 1993** AT **2:43** O'CLOCK **P.** M. AS IN CONFORM
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3584182

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED
JUN 25 1993

RETURN TO:

Aryeh Guttenberg, Esq.
Commecentre East, Ste. 285
1777 Reisterstown Road
Baltimore, MD. 21208

148C3065989

A 413348



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2482 210

APPROVED FOR PAYMENT

1-27-93 at 11:50 a.m.

ARTICLES OF INCORPORATION FOR ROSATI DESIGNER ORIGINALS, INC. (A CLOSE CORPORATION)

FIRST: The undersigned, being all at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland:

Artie L. Rosati 12728 Martin Road Smithsburg, Maryland 21783

Eileen Conklin 12728 Martin Road Smithsburg, Maryland 21783

SECOND: The name of the Corporation (hereinafter called "corporation") is Rosati Designer Originals, Inc. (A Close Corporation).

THIRD: The purpose for which the corporation is formed is:

- 1. To design patterns for and sew, stitch and otherwise manufacture leather handbags and other leather fashion accessories for resale, both wholesale and retail and to conduct all activities related thereto.
2. To hire and employ agents and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee or otherwise, either alone or in company with others.
3. To have, use, alter, or abandon a corporate seal.
4. To transact its business, carry on its operations, and exercise the powers granted by this article in any state, territory, district, and possession of the United States and in any foreign country.
5. To make contracts and guarantees, incur liabilities and borrow money.
6. To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets.
7. To issue bonds, notes, and other obligations and secure them by mortgage or deed of trust of any or all of its assets.
8. To acquire by purchase or in any other manner, and take, receive, own, hold, use, employ, improve, and otherwise deal with any interest in real or personal property, wherever located.
9. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of and otherwise use and deal in and with stock and other interests in and

30288035

Sauser and Blair, P.A. ATTORNEYS AT LAW 3809 Jefferson Pike P.O. Box 548 Jefferson, MD 21755-0548 301-473-4427 FAX 301-473-4425

JUN 21 11 02 AM '93

LENNIE J. WEAVER, CLERK BY: _____

00047 00248

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

obligations of other Maryland and foreign corporations, associations, partnerships, and individuals.

10. To invest its surplus funds, lend money from time to time in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes specified in its charter, and take and hold real and personal property as security for the payment of funds so invested or loaned.

11. To elect its officers and appoint its agents, define their duties, determine their compensation, and adopt and carry into effect employee and officer benefit plans.

12. To adopt, alter, and repeal bylaws not inconsistent with law or its charter for the regulation and management of its affairs.

13. To exercise generally the powers set forth in its charter and those granted by law.

14. To do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth in its charter.

FOURTH: The post office address of the principal office of the corporation in Maryland is 12728 Martin Road, Smithsburg, Maryland 21783. The name and post office address of the resident agent of the corporation is: Artie L. Rosati, 12728 Martin Road, Smithsburg, Maryland 21783. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has the authority to issue is 1,000 shares of common voting stock, all of one class, and having no par value.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the corporation, but which shall never be less than two. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Artie L. Rosati
12728 Martin Road
Smithsburg, Maryland 21783

Eileen Conklin
12728 Martin Road
Smithsburg, Maryland 21783

SEVENTH: The duration of the corporation shall be perpetual.

3482 0115

EIGHTH: The Board of Directors may, upon approval of a majority of the stockholders holding stock entitled to vote, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock, and issue Articles supplementary. Such actions shall not be inconsistent with the Close Corporation laws of the State of Maryland for as long as the corporation is operating as a Close Corporation.

NINTH: The pre-emptive right of a shareholder to acquire additional shares of the corporation shall be contingent upon such terms and conditions as shall be approved by the holders of two-thirds of its shares entitled to vote or by its board of directors pursuant to like approval of the shareholders. Such actions shall not be inconsistent with the Close Corporation laws of the State of Maryland for as long as the corporation is operating as a Close Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledged the same to be our act on this 28th day of January 1993.

WITNESS:

William Sauser Artie L. Rosati
Artie L. Rosati, Incorporator

Eileen Conklin
Eileen Conklin

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00250

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON QUARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(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	<u>William E. Sauser</u>
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: <u>Sauser</u>
		Property Reports and _____	<u>and Blair, P.A.</u>
		late filing penalties	<u>Attorney at Law,</u>
70		Change of P.O., R.A. or R.A.A.	<u>3809 Jefferson Pike</u>
91		Amend/Cancellation, For. Limited Part.	<u>P.O. Box 548</u>
99		Art. of Organization (LLC)	<u>Jefferson, Md 21755</u>
98		LLC Amend, Diss, Continuation	<u>0548</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: [Signature]

NOTE:

3482 0117

00047 00251

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ROSATI DESIGNER ORIGINALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 27, 1993 AT 11:50 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:

\$

D3583721

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
WILLIAM E. SAUSER, ATTORNEY
3809 JEFFERSON PIKE, P.O. BOX 548
JEFFERSON MD 21755

147C3065902

A 413260



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

3492 0117

CLERK OF THE CIRCUIT COURT
WASHINGTON GOVERNMENT OF ASSESSMENTS
STATE DEPARTMENT OF REVENUE
AND TAXATION

APPROVED FOR RECORD

1-21-93 at 9:10 A.m.

J

ARTICLES OF INCORPORATION

Marconi Corporation

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is Marconi Corporation (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of construction of structures and providing general construction services and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 13601 Paradise Church Road, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation are Paul A. Perini, 13601 Paradise Church Road, Hagerstown, Maryland 21742.

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

FILED

04 5 A 12 11 1993

JUN 21 11 03 AM '93

LENNIE J. WEAVER, CLERK
BY: _____

7481 2840

30218103

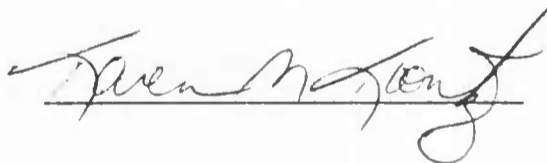
of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be one (1), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The name of the director who shall serve until the first annual meeting of the stockholders and until his successor is elected and qualifies is Paul A. Perini.

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

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 18th day of January, 1993.

WITNESS:



William McC. Schildt

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00254
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT CHARTER DIVISION
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 77

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>28</u>	Organ. & Capitalization
61	<u>28</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: William McC. Schildt

MAIL TO ADDRESS: Stute and Schildt A Professional Association 135 West Washington Street Hagerstown, Maryland 21740 Ste. 200

TOTAL FEES 40

Check _____ Cash

NOTE:

3491 2942

Documents on _____ checks

APPROVED BY: JMT

00047 00255

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MARCONI CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 21, 1993 AT 9:10 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:

\$

D3583358

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 25 1993

RETURN TO:
WILLIAM SCHILDT
138 WEST WASHINGTON ST., STE. 200
HAGERSTOWN MD 21740

147C3065865

A 413223



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3481 2879

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

(See instructions on reverse side)

1-25-93 at 8:32A.m.

FIRST: The undersigned Angela Souders and Kathy Harbaugh

whose address is 303 S. Mont Valla Ave., Hagerstown, MD 21740 and 17432

Garden View Rd., Hag., MD 21740, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is Fantasy and Adventure Society of Hagerstown, Inc.

THIRD: The purposes for which the corporation is formed are as follows: This organization was formed specifically for the purpose of assembling a cultural and social multi-media event.

FOURTH: The post office address of the principal office of the corporation in Maryland is _____

303 S. Mont. Valla Ave., Hagerstown, MD 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are _____

Angela Souders 303 S. Mont Valla, Hagerstown, MD 21740

30258309

JUN 25 8 22 AM '93

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 7 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 Angela Souders, Darren Andrews, Kathy Harbaugh, Lorrie Daniel, Dan Steenburg, and Barry Pfeiffer.

EIGHTH: "See Attached"

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Conquest I c/o F.A.S.H. Inc.

P.O. Box 1007

Hagerstown, MD 21740

ATS-115

SIGNATURE(S)

Angela M. Souders
[Signature]

JUN 21 11 03 AM '93

LENNIC J. WEAVER, CLERK
BY: _____

3481 1807

STATE OF MARYLANDWILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201-2392**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "NONSTOCK" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** None
- SEVENTH:** Insert the name of at least one adult. This individual does not have to be a resident of Maryland.
- EIGHTH:** Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00.

TELEPHONE/(410) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

00047 00258

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Under section 501(c)(3), Scientific organizations, we as Fantasy and Adventure Society of Hagerstown Inc. will be aiding the community or geographic area by attracting new commerce into the community or area.

3481 1908

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00047 00259
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON QUARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	(New Name)
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	_____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of 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: _____
Conquest I
of Fantasy and Adventure Society of
Hagerstown, Inc
P.O. Box 1007
Hagerstown, MD 21740

TOTAL FEES 40
 Check _____ Cash _____

NOTE: _____
7491 1909

Documents on _____ checks

APPROVED BY: HA

00047 00260

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
FANTASY AND ADVENTURE SOCIETY OF HAGERSTOWN,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 25, 1993** AT **8:32** 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:

\$ _____

D3582764

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

TRAILER JAN 27 1993

RETURN TO:
CONQUEST I
P.O. BOX 1007
HAGERSTOWN

MD 21740

146C3065779

A 413156



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

JAN 27 1993

WESTERN BUREAU
WESTERN BUREAU
WESTERN BUREAU

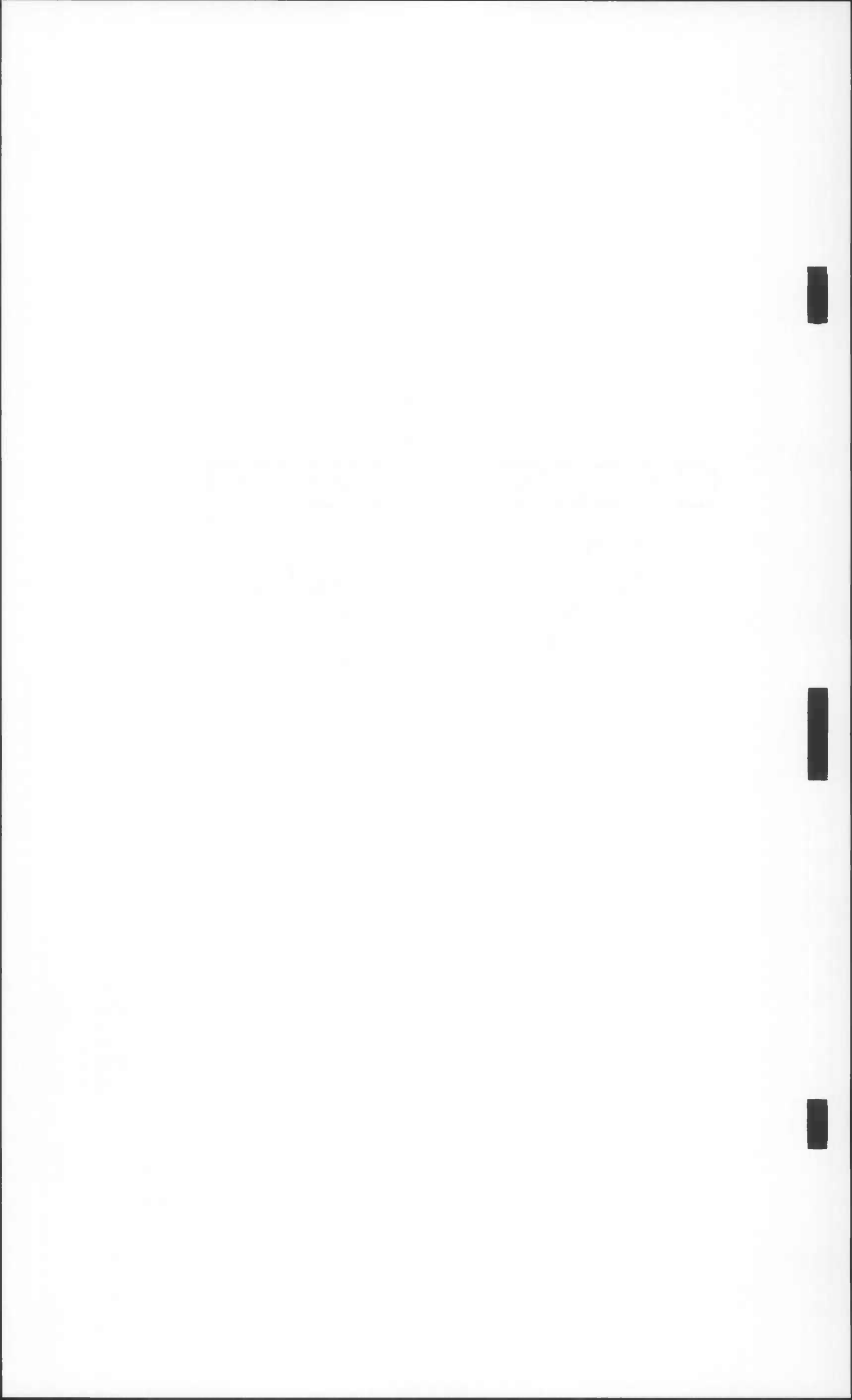


WESTERN BUREAU
WESTERN BUREAU
WESTERN BUREAU

1914



THE UNIVERSITY OF CHICAGO
LIBRARY



1905
LAWRENCE HENDERSON
LAWRENCE HENDERSON CO
NEW YORK