

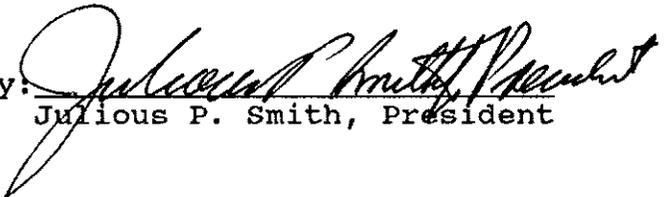
Registrant: Williams, Mullen,
Christian & Dobbins, P.C.

Exhibit C to Registration Statement

The undersigned, as President of Williams, Mullen, Christian & Dobbins, P.C. (the "Registrant"), hereby certifies that the attached documents, the Certificate of Incorporation and By-laws of the Registrant, are true and correct copies of such documents.

Dated: June 4, 1993

WILLIAMS, MULLEN,
CHRISTIAN & DOBBINS, P.C.

By: 
Julius P. Smith, President



STATE CORPORATION COMMISSION

Richmond,

September 30, 1983

This is to Certify that the certificate of incorporation of

WILLIAMS, MULLEN & CHRISTIAN, P.C.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to
the corporation and its business.*

State Corporation Commission

George M. Bryant
First Assistant Clerk of the Commission

ARTICLES OF INCORPORATION
OF
WILLIAMS, MULLEN & CHRISTIAN, P.C.

* * * *

I hereby form a professional stock corporation under the provisions of Chapter 7 of Title 13.1 of the Code of Virginia of 1950, as amended, (hereinafter referred to as the "Virginia Code"), and to that end set forth the following:

1. The name of the corporation is WILLIAMS, MULLEN & CHRISTIAN, P.C.
2. The purpose for which the Corporation is organized is to engage in, conduct and carry on the practice of law, and to do all things appropriate for rendering the services required in conjunction therewith. In addition, the Corporation shall have the power to invest in real estate, mortgages, stocks, bonds, and any other type of investment, and shall have such other general powers as are allowed by law.
3. No capital stock of the Corporation shall be issued or transferred to anyone other than to the Corporation or an individual who is duly licensed or otherwise legally authorized to render the same professional services as those

for which the Corporation was incorporated pursuant to Chapter 7 of Title 13.1 of the Virginia Code.

4. No stockholder of the Corporation will have the preemptive right to acquire unissued shares of stock of the Corporation.

5. The class of stock, the number of shares of stock which the Corporation shall have the authority to issue and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	15,000	\$1.00

6. The address of the initial registered office of the Corporation is Post Office Box 1320, 15th Floor, United Virginia Bank Building, 10th and Main Streets, City of Richmond, Virginia 23210. The name of the initial registered agent is Samuel W. Hixon, III, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation.

7. The number of directors constituting the initial Board of Directors is five (5); which directors are duly licensed or otherwise legally authorized to render the professional services for which the Corporation was incorporated. The names and address of the persons who are to serve as the initial directors are:

Robert N. Pollard, Jr.	202 Oxford Circle East Richmond, Virginia 23221
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Walter J. McGraw	4 Lower Tuckahoe Road Richmond, Virginia 23223
Julious P. Smith, Jr.	214 Wexleigh Drive Richmond, Virginia 23229
Samuel W. Hixon, III	305 Arlington Circle Richmond, Virginia 23229
Philip deB. Rome	9516 Chatterleigh Drive Richmond, Virginia 23233

8. No person shall become a stockholder of the Corporation except by the unanimous consent of all stockholders. No amendment to this Section 8 shall be made except by unanimous consent of all stockholders.

9. Each director and officer shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing to be so, and against all expense (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a director of the Corporation, by the Board of Directors, and otherwise by independent counsel to be appointed by the

Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty and, in the event of a settlement, that such settlement was, or if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to director or officer of the Corporation, and every person who may have served at its requests as a director or officer of another corporation in which the Corporation owns shares of stock or of which it is a creditor or in the case of a non-stock corporation, to which the Corporation contributes, and in all of such cases, his executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director or officer may be entitled.

10. The incorporator hereof shall be an individual who is duly licensed or otherwise legally authorized to render the same professional services for which the Corporation was incorporated pursuant to Chapter 7 of Title 13.1 of Virginia Code of 1954, as amended.

DATED: September 28, 1983.

INCORPORATOR:

Robert J. Plunkett

BY-LAWS
OF
WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C.

* * * * *

ARTICLE I
Shareholders

The shareholders of the Corporation shall be those who appear on the books of the Corporation as holders of one or more shares of the capital stock, and the transfer book and stock ledger of the Corporation shall be the only evidence as to who are the shareholders entitled to vote at any meeting of the Corporation.

ARTICLE II
Meeting of the Shareholders

Section 1. The annual meeting of the shareholders of the Corporation shall be held on the third Wednesday in January of each year at 4:00 p.m., at the offices of the Corporation, 15th floor, United Virginia Bank Building, Richmond, Virginia, or at any other place as may from time to time be fixed by the Board of Directors, or in the absence of action by the directors, as may be fixed by the President.

Section 2. A special meeting of the shareholders of the Corporation may be held at any time, at such place as shall be

designated in the notice of said meeting, upon the call of the President, or by order of the Board of Directors, whenever they deem it necessary, and it shall be the duty of the Secretary to call such meeting whenever requested in writing by persons holding one-tenth of the outstanding stock of the Corporation.

Section 3. Notice of any annual or special meeting of the shareholders shall be mailed to the address of or be delivered to each shareholder of record, at least ten (10) days prior to such meeting.

Section 4. To constitute a quorum, shareholders holding a majority of all the outstanding shares of stock of the Corporation entitled to vote must be present, either in person or by proxy, each share of such stock being entitled to one vote, which may be given personally or by duly authorized proxy. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting shall be required.

Section 5. The transfer books for shares of capital stock of the Corporation may be closed by order of the Board of Directors for not more than ten (10) days next preceding any shareholders' meeting for the purposes of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the

record date for any such determination of shareholders, such date to be not more than ten (10) days preceding the date on which the particular action requiring such determination of the shareholders is to be taken.

Section 6. The President shall preside over all meetings of the shareholders as chairman. If he is not present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall record the minutes of all the meetings. If he is not present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election to determine the qualification of voters, the validity of proxies, and the results of ballots.

ARTICLE III

Board of Directors

Section 1. The affairs and business of the Corporation shall be under the management and control of the Board of Directors, which shall be composed of six (6) shareholders of the Corporation.

Section 2. Three directors shall be elected every year for two year terms. Vacancies in the Board of Directors, whether caused by death, resignation, or otherwise, may be filled by the Board of Directors, and the persons so elected shall hold office until the expiration of the term of the person whom he is replacing, or until their successors are elected; provided, however, that nothing herein shall prevent the shareholders from

filling any such vacancies existing at the time of any meeting of the shareholders, annual or special, or created at the time of such meeting by resignations accepted, or otherwise, or additional places created by an increase in the Board authorized at such meetings. The shareholders may increase the Board of Directors from time to time and may provide that the additional places be filled by the Board of Directors at such time as they may deem proper. Should the number of directors at any time be increased, the resulting additional places on the Board shall be considered vacancies to be filled, as provided above, by the Board of Directors or shareholders, but until any such additional places shall have been filled by the election of directors, the total number of directors of the Corporation, for the purposes of determining a quorum, shall be the number of directors actually elected and serving at the time of any given meeting.

Section 3. The Board of Directors shall hold its meetings at such time and place as shall be designated, or in the absence of designation by the Board of Directors, at such time and place as shall be designated in the notice. A meeting may be called at any time by the President or by any two directors. Due notice of the time and place of each meeting of the directors shall be given by the Secretary, personally or his delegate or by mail to all directors. A majority of the directors shall constitute a quorum.

ARTICLE IV

Officers

The executive officers of the Corporation shall be a President, a Secretary, a Treasurer, and such Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers as may be deemed necessary by the Board of Directors, which assistant officers shall have the same authority and power as the primary office holder. All of the officers shall be elected by the Board of Directors each year at the annual Board of Directors meeting.

ARTICLE V

President and Vice President

Section 1. The President shall be the Chief Executive Officer of the Corporation. He shall be a member of the Board of Directors, exercise general supervision over the property, business and affairs of the Corporation and do everything and discharge all duties generally pertaining to his office as the executive head of a Corporation of this character, subject always to the control of the Board of Directors. He may at each annual meeting of the shareholders render a general report upon the Corporation's financial condition and business.

Section 2. In the case of the absence of the President, or his inability to act, his duties shall be performed by a Vice President, who in such event shall have and exercise all the above specific powers of the President. The Vice President shall perform such other duties as may be prescribed by these By-Laws,

or by the Board of Directors.

Section 3. In the absence of both the President and Vice President, the Board of Directors may designate some other individual to discharge such executive duties as may be required for the time being.

ARTICLE VI

Treasurer

The Treasurer shall have charge and custody of the funds, securities of whatsoever nature, and other like property of the Corporation; he shall endorse checks, notes, and bills for deposit only as may be required for the business of the Corporation; and he shall have authority to collect the funds of the Corporation, and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be drawn therefrom except by checks to be signed in the manner designated herein.

ARTICLE VII

Secretary

The Secretary shall sign, with the President or the Vice President, all certificates of stock. The Secretary shall keep a book containing the names of all persons who are now, or may hereafter, become shareholders of the Corporation, showing their place of residence, the number of shares held by them, respectively, and the time when they respectively become the owners of such shares. He shall keep a record of the proceedings

of the meetings of the shareholders and directors of the Corporation and of the Executive Committee. He shall perform such other duties as pertain to said office or as the President or Board of Directors may from time to time require.

ARTICLE VIII

Committees

Section 1. There shall be the following standing committees:

- (a) Compensation Committee
- (b) Recruiting Committee
- (c) Associates Committee

Section 2. The Compensation Committee shall determine salaries, bonuses, draws and any other matters of compensation for shareholders, subject to approval by a majority of shareholders and shall consist of eight (8) shareholders, six of whom shall be members of the Board of Directors. The Compensation Committee shall be elected by the Shareholders annually and shall serve for a term of one year beginning February 1.

Section 3. The Board of Directors may establish such additional committees as it may deem necessary from time to time. Except as otherwise provided in these By-Laws, the duties and membership of the committees shall be determined by the Board of Directors from time to time.

ARTICLE IX

New Shareholders

The stock of the Corporation shall be restricted stock, subject to a right of first refusal in favor of the Corporation. No person shall become a shareholder of the Corporation except by the unanimous consent of all current shareholders.

ARTICLE X

Certificates of Stock

Section 1. Each shareholder shall be entitled to a certificate or certificates of stock in such form as may be approved by the Board of Directors, signed by the Chairman or President and by the Secretary.

Section 2. All transfers of stock of the Corporation shall be made upon its books by surrender of the certificate for the shares transferred, accompanied by an assignment in writing by the holder, and may be accomplished either by the holder in person or by a duly authorized attorney-in-fact.

Section 3. In case of the loss, mutilation, or destruction of a certificate of stock, a duplicate certificate may be issued upon such terms, not in conflict with the law, as the Board of Directors may prescribe.

Section 4. The Board of Directors may also appoint one or more Transfer Agents and Registrars for its stock and may, at its option, require stock certificates to be both countersigned by a Transfer Agent and registered by a Registrar. If certificates of

capital stock of the Corporation are signed both by a Transfer Agent and Registrar, the signatures thereon of the officers of the Corporation thereon may be facsimilies, engraved, or printed.

ARTICLE XI

Checks

All checks, notes, drafts, and bonds given by the Corporation in the course of its business shall be signed in the name of the Corporation and in such manner as may be designated by the Board of Directors from time to time.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall end on January 31st of each calendar year.

ARTICLE XIII

Corporate Seal

The Corporate Seal of the Corporation shall consist of two concentric circles around the inner edge of which shall be engraved the words "WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C." and "VIRGINIA" and across the center thereof the word "SEAL."

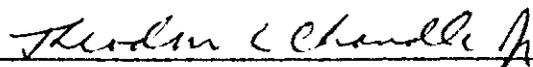
ARTICLE XIV

AMENDMENT

The Shareholders by a two-thirds vote may amend these

By-laws except that no amendment shall change the requirement in the Articles of Incorporation for a unanimous vote to consent to a new shareholder.

Certified to be the original of the By-Laws duly adopted by the Board of Directors on October 1, 1986.


Secretary