

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of INCORPORATION is hereby issued to
BRADY & BERLINER, A PROFESSIONAL CORPORATION

028815

as of DECEMBER 23RD, 1993 .

Hampton Cross
Acting Director

Barry K. Campbell
Administrator
Business Regulation Administration

William L. Ables Jr.
William L. Ables, Jr.

Act. Asst. Superintendent of Corporations
Corporations Division

98 AUG 24 AM 8:17
CRM/ISS/REGISTRATION DIV

Sharon Pratt Kelly
Mayor

FILED DEC 23 1998
BY *W.A.*

ARTICLES OF INCORPORATION
OF

Brady & Berliner, a professional corporation

TO: Department of Consumer and Regulatory Affairs
Corporate Division
Washington, D.C.

028816

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under Title 29, Chapter 6 of the District of Columbia Code, adopt the following Articles of Incorporation for such professional corporation:

CRM/ISS/REGISTRATION UNIT
98 AUG 24 AM 8:27

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

Brady & Berliner, a professional corporation

SECOND: The period of its duration is perpetual.

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

A. To render professional legal services through its shareholders, directors, officers, employees, or agents who are themselves duly licensed to render the legal services, and to render services ancillary thereto;

B. To purchase, acquire, hold, own, improve, develop, sell, convey, assign, release, mortgage, encumber, use, lease, hire, manage, deal in and otherwise dispose of real property and personal property of every name and nature or any interest therein, improved or otherwise, including stocks and securities of other corporations; to loan money; to take securities for the payment of all sums due the Corporation; to sell, assign and release such securities;

C. To invest its funds in real estate, mortgages, stocks, bonds, securities, debentures or other types of investments;

D. To enter into partnership and other agreements with individuals (who may be shareholders, directors, employees, or agents of the Corporation), partnerships, or professional corporations rendering the same type of professional services within or without the District of Columbia, to the same extent that an individual licensed to render the same professional service may enter into such partnership or other agreements pursuant to law, rules regulations, or standards of professional conduct of the profession practiced through the Corporation; and

E. To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes set forth herein or incidental to such purposes, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

The foregoing enumeration of the purposes of the Corporation is made in furtherance and not in limitation of the

powers conferred upon the Corporation by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purpose mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the laws of the District of Columbia upon corporations of a similar character, it being the intention that the purposes set forth in each of the paragraphs of this Article shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a corporation formed under the general laws of the District of Columbia may not at the time lawfully carry on or do.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is Five Thousand (5,000), all of one class and designated as Common Stock, with a par value of One Dollar (\$1.00) per share.

FIFTH: The preferences, qualification, limitations, restrictions and special or relative rights in respect to the shares of each class are: None.

SIXTH: The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

SEVENTH: The provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the Corporation are: No holder of shares of stock of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive (i) any shares of stock of the Corporation of any class, now or hereafter authorized, (ii) any options or warrants for such shares, (iii) any rights to subscribe to or purchase such shares, or (iv) any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or offered for sale by the Corporation.

EIGHTH: The provisions for the regulation of the internal affairs of the Corporation are:

A. The Board of Directors of the Corporation is hereby empowered to authorize and direct the issuance from time of the stock of the Corporation of any class, whether now or hereafter authorized, and bonds, debentures, notes or other securities convertible into shares of stock of any class, whether now or hereafter authorized, or any options or warrants for such shares, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

B. The Board of Directors is hereby empowered to adopt from time to time Bylaw provisions with respect to the

indemnification of directors, officers and other persons and to make such other indemnification as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

C. 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.

NINTH: The address, including street and number, of the initial registered office of the Corporation is 1225 Nineteenth Street, N.W., Suite 800, Washington, D.C. 20036. The name of the initial registered agent at such address is Roger A. Berliner.

TENTH: The number of directors constituting the initial board of directors of the Corporation is one (1) and the name and address, including street and number, of such person is:

Roger A. Berliner	1225 Nineteenth Street, N.W.
	Suite 800
	Washington, D.C. 20036

ELEVENTH: The name and address, including street and number, of the original shareholder is:

Roger A. Berliner	1225 Nineteenth Street, N.W.
	Suite 800
	Washington, D.C. 20036

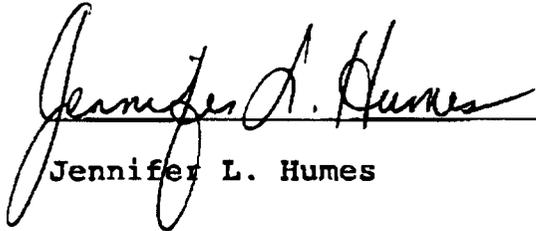
TWELFTH: The sole original shareholder and director named in these Articles of Incorporation is licensed to render the professional service for which the Corporation is organized.

THIRTEENTH: The name and address, including street and number, of the sole incorporator is:

Jennifer L. Humes 1233 20th Street, N.W.
Suite 400
Washington, D.C. 20036

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 22nd day of December, 1993.

INCORPORATOR:


Jennifer L. Humes

JLH:231

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 23rd day of DECEMBER, 1993, Articles of Incorporation of:

BRADY & BERLINER, A PROFESSIONAL CORPORATION

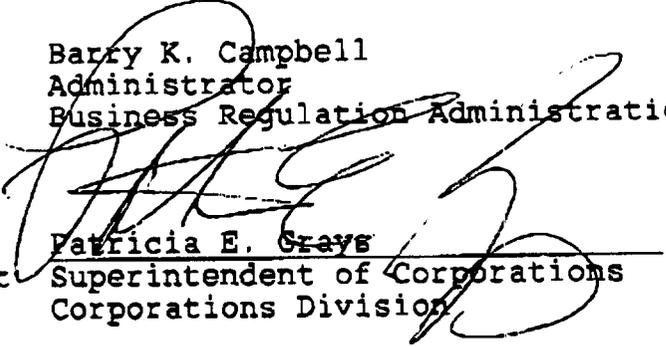
WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 14TH day of APRIL 1994.



Hampton Cross
Acting Director

Barry K. Campbell
Administrator
Business Regulation Administration


Patricia E. Grays
Assistant Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor