

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CHLOPAK AND ASSOCIATES, INC.

201 OCT 25 PM 9:58  
CORP/ISS/REGISTRATION UNIT

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned Corporation adopts the following Articles of Amendment to Articles of Incorporation:

FIRST: The name of the Corporation is Chlopak and Associates, Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on December 9, 1992, in the manner prescribed by the Code of Laws of the District of Columbia:

FIRST: The name of the Corporation is Chlopak, Leonard, Schechter and Associates, Inc.

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 per share.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was Five Hundred (500), and the number of shares entitled to vote thereon was Five Hundred (500).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: N/A

FIFTH: The number of shares voted for such amendment was Five Hundred (500), and the number of shares voted against such amendment was Zero (0).

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: N/A

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for amendment shall be effected, is as follows: No change.

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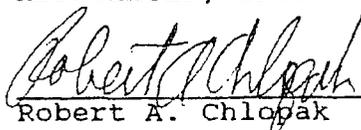
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BY: WCA

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows: None.

Dated December 9, 1992.

CHLOPAK, LEONARD, SCHECHTER AND ASSOCIATES, INC.

  
\_\_\_\_\_  
Robert A. Chlopak  
President

Attest:

  
\_\_\_\_\_  
Peter Schechter  
Secretary

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



CERTIFICATE

201 OCT 25 AM 9:58  
COMM/ISS/REGISTRATION UNIT

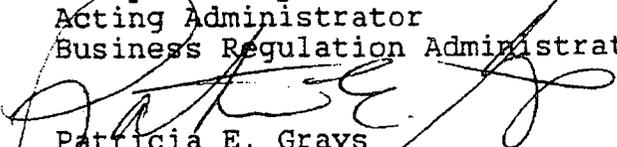
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to CHLOPAK & ASSOCIATES, INC.

Name Change To  
CHLOPAK, LEONARD, SCHECTER AND ASSOCIATES, INC.

as of December 9th , 1992 .

Joan Parrott-Fonseca  
Deputy Director

Barry K. Campbell  
Acting Administrator  
Business Regulation Administration

  
Patricia E. Grays  
Assistant Superintendent of Corporations  
Corporations Division

Sharon Pratt Kelly  
Mayor

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

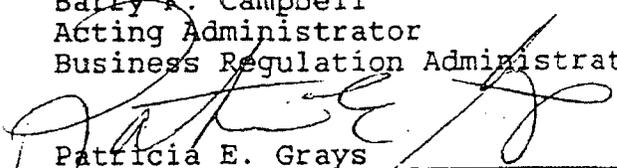
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to CHLOPAK & ASSOCIATES, INC.

Name Change To  
CHLOPAK, LEONARD, SCHECTER AND ASSOCIATES, INC.

as of December 9th , 1992 .

Joan Parrott-Fonseca  
Deputy Director

Barry K. Campbell  
Acting Administrator  
Business Regulation Administration

  
Patricia E. Grays  
Assistant Superintendent of Corporations  
Corporations Division

Marion Pratt Kelly  
Mayor

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



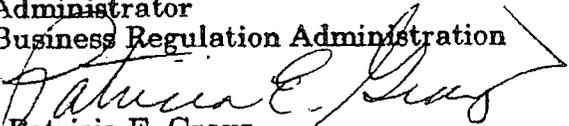
**C E R T I F I C A T E**

***THIS IS TO CERTIFY*** that 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

***CHLOPAK AND ASSOCIATES, INC.***

as of ***JANUARY 27TH, 1992 .***

Aubrey H. Edwards  
Director

James E. Kerr  
Administrator  
Business Regulation Administration  
  
Patricia E. Grays  
Assistant Superintendent of Corporations  
Corporations Division

Sharon Pratt Kelly  
Mayor

ARTICLES OF INCORPORATION  
OF  
Chlopak and Associates, Inc.

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JAN 27 1992

BY: 

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation under Title 29, Chapter 3 of the Code of Laws of the District of Columbia, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation (which is hereinafter referred to as the "Corporation") is: Chlopak and Associates, Inc.

SECOND: The period of duration of the Corporation shall be perpetual.

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

(a) To provide consulting services to corporations, institutions, associations, organizations and individuals;

(b) To have and exercise any and all powers and privileges now or hereafter conferred by the general laws of the District of Columbia upon corporations formed under such laws.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000), all of one class and designated as Common Stock, with a par value of One Dollar per share.

FIFTH: The preferences, qualifications, 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 (\$1,000) 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 as follows: Additional shares of outstanding capital shall be offered to existing shareholders proportionately to their holdings at not less than par value.

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 to 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 or amend from time to time a Bylaw that fixes a greater voting requirement with respect to any corporate action that it may deem advisable, to the extent permitted by law.

(c) 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 indemnifications as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

NINTH: The address, including street and number, of the initial registered office of the Corporation is 1211 Connecticut Avenue, NW, Suite 700, Washington, DC 20036 and the name of the initial registered agent of the Corporation at such address is Robert A. Chlopak

TENTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses, including street and number, of the persons who are to serve as directors until the first annual meeting of stockholders of the Corporation or until their successors are duly elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Robert A. Chlopak	5733 Moreland Street, NW Washington, DC 20015
Ralph Pomerance, Jr.	2026 Allen Place, NW Washington, DC 20009
Peter Schechter	2716 P Street, NW Washington, DC 20007

ELEVENTH: The name and address, including street and number, of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert F. Bauer	607 14th Street, N.W. Suite 800 Washington, D.C. 20005
Judith L. Corley	607 14th Street, N.W. Suite 800 Washington, D.C. 20005
B. Holly Schädler	607 14th Street, N.W. Suite 800 Washington, D.C. 20005

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 27 day of January, 1992.

INCORPORATORS:

  
\_\_\_\_\_  
Robert F. Bauer

  
\_\_\_\_\_  
Judith L. Corley

  
\_\_\_\_\_  
B. Holly Schädler

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CRM/ISS/REGISTRATION UNIT

