

**EXHIBIT C
TO REGISTRATION STATEMENT
(Mehlman Vogel Castagnetti, Inc.)**

Articles of Incorporation

Bylaws

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MEHLMAN VOGEL CASTAGNETTI, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 2003, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MEHLMAN STRATEGIES, INC." TO "MEHLMAN & VOGEL, INC.", FILED THE THIRD DAY OF JUNE, A.D. 2004, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MEHLMAN & VOGEL, INC." TO "MEHLMAN VOGEL CASTAGNETTI, INC.", FILED THE FOURTEENTH DAY OF MARCH, A.D. 2005, AT 3:14 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-FIFTH DAY OF JULY, A.D. 2007, AT 10:40 O'CLOCK A.M.

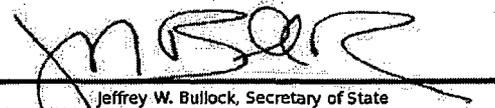
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "MEHLMAN VOGEL CASTAGNETTI, INC.".



3727235 8100H

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8594479

DATE: 03-02-11

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT
OF**

MEHLMAN VOGEL CASTAGNETTI, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

MEHLMAN VOGEL CASTAGNETTI, INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on July 12, 2007


Name: BRUCE MEHLMAN
Title: PRESIDENT

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:55 PM 07/25/2007
FILED 10:40 AM 07/25/2007
SRV 070850567 - 3727235 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

MEHLMAN & VOGEL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation by written consent of all the members of the Board of Directors, filed within the minute book of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Mehlman & Vogel, Inc. be amended by changing Article 1 ("FIRST") thereof so that, as amended, said Article 1 shall read as follows:

"**FIRST:** The name of the Corporation is **Mehlman Vogel Castagnetti, Inc.**"

SECOND: That all of the Stockholders of said Corporation have given their consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f), 242 and 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Mehlman & Vogel, Inc. has caused this certificate to be signed by the undersigned, this 30th day of January, 2005.

MEHLMAN & VOGEL, INC.

By: 
Bruce Mehlman, President

720929-1 10617.0001000

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:14 PM 03/14/2005
FILED 03:14 PM 03/14/2005
SRV 050211340 - 3727235 FILE

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 06/03/2004
FILED 11:00 AM 06/03/2004
SRV 040413021 - 3727235 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MEHLMAN STRATEGIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation by written consent of all the members of the Board of Directors, filed within the minute book of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Mehlman Strategies, Inc. be amended by changing Article 1 ("FIRST") thereof so that, as amended, said Article 1 shall read as follows:

"FIRST: The name of the Corporation is **Mehlman & Vogel, Inc.**"

SECOND: That all of the Stockholders of said Corporation have given their consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f), 242 and 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Mehlman Strategies, Inc. has caused this certificate to be signed by the undersigned, this **23** day of May, 2004.

MEHLMAN STRATEGIES, INC.

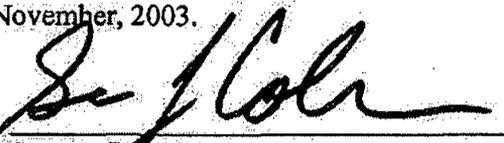
By: 
Bruce Mehlman, President

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 11/13/2003
FILED 11:00 AM 11/13/2003
SRV 030730823 - 3727235 FILE

**CERTIFICATE OF INCORPORATION
OF
MEHLMAN STRATEGIES, INC.**

- FIRST:** The name of this Corporation is Mehlman Strategies, Inc.
- SECOND:** The address of the registered office of the Corporation in the State of Delaware is 9 East Lookerman Street, Suite 1-B, Dover, Delaware, County of Kent, Delaware 19901. The name of its registered agent at such address is National Registered Agents, Inc.
- THIRD:** The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- FOURTH:** The total number of shares of common stock which the corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock, par value \$0.01 per share.
- FIFTH:** The name and mailing address of the sole incorporator is as follows:
- Name: Sean J. Coleman, Esq.
Address: Hartman, Simons, Spielman & Wood, LLP
6400 Powers Ferry Road, N.W.
Suite 400
Atlanta, Georgia 30339
- SIXTH:** The Corporation is to have perpetual existence.
- SEVENTH:** No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director; provided that the foregoing shall not eliminate or limit the liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law ("DGCL"), or (iv) for any transaction from which the director derived in an improper personal benefit.
- EIGHTH:** The Corporation hereby expressly elects not to be governed by Section 203 of the DGCL.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file and record this Certificate of Incorporation, and certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 12th day of November, 2003.


Sean J. Coleman, Incorporator

MEHLMAN VOGEL CASTAGNETTI, INC.

BYLAWS

1. Stockholders

1.1 Annual Meeting

An annual meeting of the stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Board of Directors shall each year fix, which date shall be within thirteen (13) months of the last annual meeting of stockholders.

1.2 Special Meetings

Special meetings of the stockholders, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors and shall be held at such place, on such date, and at such time as the Board of Directors shall fix.

1.3 Notice of Meetings

Written notice of the place, date, and time of all meetings of the stockholders shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each stockholder entitled to vote at such meeting, except as otherwise provided herein or required by law.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

1.4 Quorum

At any properly noticed meeting of the stockholders, the holders of a majority of all of the shares of the stock entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law. If a quorum shall fail to attend any meeting, the holders of a majority of the shares of stock entitled to vote who are present may adjourn the meeting to another place, date, or time.

1.5 Voting

All matters voted on by the stockholders shall be determined by a majority of the votes cast affirmatively or negatively.

1.6 Consent of Stockholders in Lieu of Meeting

Any action required to be taken at any annual or special meeting of stockholders of Mehlman Vogel Castagnetti, Inc., or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and shall be delivered to Mehlman Vogel Castagnetti, Inc. at its principal place of business. An email message from a stockholder consenting to the action shall constitute consent in writing.

2. Board of Directors

2.1 Number and Term of Office

The number of directors who shall constitute the whole Board shall be three (3), unless the Board of Directors shall have designated another number of directors. Each director shall be elected for a term of one year and shall serve until his or her successor is elected and qualified, except as otherwise provided herein or required by law.

Whenever the authorized number of directors is increased between annual meetings of the stockholders, a majority of the directors then in office shall have the power to elect such new directors for the balance of a term and until their successors are elected and qualified. Any decrease in the authorized number of directors shall not become effective until the expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the board which are being eliminated by the decrease.

2.2 Vacancies

If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the directors remaining in office, although less than a quorum, may elect a successor for the unexpired term and until his or her successor is elected and qualified.

2.3 Meetings

Meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. Notice of the place, date, and time of each such meeting shall be given each director by whom it is not waived by delivering written notice not less than one (1) day before the meeting by mail, facsimile transmission, or email.

2.4 Quorum

At any meeting of the Board of Directors, two-thirds of the whole Board shall constitute a quorum for all purposes.

2.5 Participation in Meetings By Conference Telephone

Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

2.6 Conduct of Business

At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing. An email message from a director consenting to the action shall constitute consent in writing.

2.7 Powers

The Board of Directors shall have the power and authority to manage the business and affairs of Mehlman Vogel Castagnetti, Inc. to the greatest extent permitted by applicable law. The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by Mehlman Vogel Castagnetti, Inc., including, without limiting the generality of the foregoing, the unqualified power:

- (i) To declare dividends from time to time in accordance with law;
- (ii) To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
- (iii) To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;
- (iv) To remove any officer of Mehlman Vogel Castagnetti, Inc. with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;
- (v) To adopt from time to time such bonus or other compensation plans for employees of Mehlman Vogel Castagnetti, Inc. and its subsidiaries as it may determine;
- (vi) To adopt from time to time such insurance, retirement, and other benefit plans for employees of Mehlman Vogel Castagnetti, Inc. as it may determine; and
- (vii) To adopt from time to time regulations, not inconsistent with these Bylaws, for the management of Mehlman Vogel Castagnetti, Inc.'s business and affairs.

3. Officers

3.1 Generally

The officers of Mehlman Vogel Castagnetti, Inc. shall consist of a President, a Secretary, and a Treasurer. Officers shall be elected by the Board of Directors. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any number of offices may be held by the same person. The President, Secretary, and Treasurer shall each perform all duties delegated to him by the Board of Directors, and each shall be subject at all times to the direction of the Board of Directors. The President, Secretary, and Treasurer shall each exercise such duties as customarily pertain to the respective office. The Board of Directors may appoint such other officers of the Company as it deems appropriate or desirable.

3.2 Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

3.3 Removal

The Board of Directors may remove any officer of Mehlman Vogel Castagnetti, Inc. at any time, with or without cause.

4. Stock

4.1 Uncertificated Stock

The number of shares owned by each stockholder shall be kept on the books and records of Mehlman Vogel Castagnetti, Inc. Stock certificates shall not be issued to the stockholder, unless authorized by the Board of Directors.

4.2 Transfers of Stock

Transfers of stock shall be made only upon the transfer books of Mehlman Vogel Castagnetti, Inc. kept at an office of Mehlman Vogel Castagnetti, Inc..

4.3 Record Date

In order that Mehlman Vogel Castagnetti, Inc. may determine the stockholders entitled to notice of or to vote at any meeting of stockholders, or to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date; provided, however, that if no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, and, for determining stockholders entitled to receive payment of any dividend or other distribution or allotment of rights or to exercise any rights of change, conversion or exchange of stock or for any

other purpose, the record date shall be at the close of business on the day on which the Board of Directors adopts a resolution relating thereto.

In order that Mehlman Vogel Castagnetti, Inc. may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which shall not precede the date upon which the Board of Directors adopts the resolution fixing the record date. If no record date has been fixed by the Board of Directors and no prior action by the Board of Directors is required by the Delaware General Corporation Law, the record date shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to Mehlman Vogel Castagnetti, Inc. in the manner prescribed by Section 1.6 hereof. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the Delaware General Corporation Law with respect to the proposed action by written consent of the stockholders, the record date for determining stockholders entitled to consent to corporate action in writing shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

5. Notices

5.1 Notices

Except as otherwise specifically provided herein or required by law, all notices required to be given to any stockholder, director, or officer shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage paid, or by sending such notice by facsimile transmission or email. Any such notice shall be addressed to such stockholder, director, or officer at his or her last known address, fax number, or email address as the same appears on the books of Mehlman Vogel Castagnetti, Inc.. The time when such notice is received, if hand delivered, or dispatched, if delivered through the mails, by facsimile transmission or email, shall be the time of the giving of the notice.

5.2 Waivers

A written waiver (including an email message) of any notice, signed by a stockholder, director, or officer, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such stockholder, director, or officer. Neither the business nor the purpose of any meeting need be specified in such a waiver.

6. Indemnification of Directors and Officers

6.1 Right to Indemnification

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he is or was a director or an officer of Mehlman Vogel Castagnetti, Inc. (an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by Mehlman Vogel Castagnetti, Inc. to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be

amended, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as with respect to proceedings to enforce rights to indemnification, Mehlman Vogel Castagnetti, Inc. shall indemnify any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board of Directors of Mehlman Vogel Castagnetti, Inc.

6.2 Right to Advancement of Expenses

In addition to the right to indemnification conferred in Section 6.1, an Indemnitee shall also have the right to be paid by Mehlman Vogel Castagnetti, Inc. the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires an advancement of expenses incurred by an Indemnitee in his or her capacity as a director or officer, such expenses shall be advanced only upon delivery to Mehlman Vogel Castagnetti, Inc. of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Section 6.2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 6.1 and 6.2 of this Agreement shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of the Indemnitee's heirs, executors and administrators.

6.3 Right of Indemnitee to Bring Suit

If a claim under Section 6.1 or 6.2 of this Agreement is not paid in full by Mehlman Vogel Castagnetti, Inc. within sixty (60) days after a written claim has been received by Mehlman Vogel Castagnetti, Inc., the Indemnitee may at any time thereafter bring suit against Mehlman Vogel Castagnetti, Inc. to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by Mehlman Vogel Castagnetti, Inc. to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. In any suit brought by Mehlman Vogel Castagnetti, Inc. to recover an advancement of expenses pursuant to the terms of an undertaking, Mehlman Vogel Castagnetti, Inc. shall be entitled to recover such expenses upon a final adjudication that the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of Mehlman Vogel Castagnetti, Inc. to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by Mehlman Vogel Castagnetti, Inc. that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advance-

ment of expenses hereunder, or brought by Mehlman Vogel Castagnetti, Inc. to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section 6 or otherwise shall be on Mehlman Vogel Castagnetti, Inc.

6.4 Non-Exclusivity of Rights

The rights to indemnification and to the advancement of expenses conferred in this Section 6 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, Mehlman Vogel Castagnetti, Inc.'s Certificate of Incorporation or Bylaws, or any agreement, vote of stockholders or vote of disinterested directors.

6.5 Insurance

Mehlman Vogel Castagnetti, Inc. may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of Mehlman Vogel Castagnetti, Inc. or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not Mehlman Vogel Castagnetti, Inc. would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

6.6 Indemnification of Employees and Agents of Mehlman Vogel Castagnetti, Inc.

Mehlman Vogel Castagnetti, Inc. may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of Mehlman Vogel Castagnetti, Inc. to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of Mehlman Vogel Castagnetti, Inc.