

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

#6373



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 Amended and Restated Articles** is hereby issued to:

ALPINE GROUP, INC. (THE)

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **1st day of October, 2007.**

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, reading "Patricia E. Grays", is written over a horizontal line. To the left of the signature is a small, illegible handwritten mark.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

drian M.
Fenty Mayor

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE ALPINE GROUP, INC.**

**To: The Department of Consumer
and Regulatory Affairs
District of Columbia**

Pursuant to Section 101.58a of the District of Columbia Business Corporation Act (the "Act"), the undersigned does hereby file the following Amended and Restated Articles of Incorporation duly adopted pursuant to Sections 101.54, 101.58a and 101.57 of the Act. The name of the corporation is The Alpine Group, Inc., and its original Articles of Incorporation were filed on December 22, 1995.

FIRST: The name of the corporation (hereinafter called the "Corporation") is

THE ALPINE GROUP, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized are as follows: To engage in legislative consulting and such other activities as are incidental thereto.

FOURTH: The aggregate number of shares that the Corporation shall have authority to issue shall be 100,000, divided into two classes, of which 96,000 shares shall be designated Common Stock, par value \$0.01 per share ("Common Stock") and 4,000 shares shall be designated Preferred Stock, par value \$0.01 per share ("Preferred Stock").

A. Common Stock

(i) The holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the stockholders on which the holders of shares of Common Stock are entitled to vote. Except as required by the Act, the holders of the Common Stock and the Preferred Stock shall vote together as a single class.

(ii) The holders of shares of Common Stock shall not have cumulative voting rights.

Amended & Restated Articles

 **FILE**
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(iii) Holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors of the Corporation from time to time out of assets or funds of the Corporation legally available therefor.

(iv) Liquidation, Dissolution, Etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and subject to the rights of the holders of the Preferred Stock in respect thereof, the holders of shares of Common Stock shall be entitled to receive the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them and the holders of the Preferred Stock.

B. Preferred Stock

(i) The holders of shares of Preferred Stock shall be entitled to five votes for each such share on each matter properly submitted to the stockholders on which the holders of shares of Common Stock are entitled to vote. Except as required by the Act, the holders of the Preferred Stock and the Common Stock shall vote together as a single class.

(ii) The holders of shares of Preferred Stock shall not have cumulative voting rights.

(iii) Holders of shares of Preferred Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors of the Corporation from time to time out of assets or funds of the Corporation legally available therefor.

(iv) Liquidation Preference. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and prior to any distributions to the holders of the Common Stock, the holders of the Preferred Stock shall be entitled to receive payment in the amount of \$2,500 per share, plus any additional paid in capital in respect of Preferred Stock. If the assets of the Corporation are insufficient to pay all holders of Preferred Stock in full, then the holders of the Preferred Stock shall be entitled to receive the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the sum of the subscriptions and additional paid in capital paid to the Corporation by each holder of Preferred Stock. If the assets of the Corporation are sufficient to pay all holders of Preferred Stock a liquidation preference equal to the sum referred to above, then holders of all of the Common Stock, together with the holders of the Preferred Stock shall be entitled to receive the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of

Common Stock and Preferred Stock held by the holders of the Common Stock and the holders of the Preferred Stock, treating Preferred Stock and Common Stock on an equal basis.

FIFTH: The minimum amount of capital with which the corporation shall commence business will not be less than one thousand dollars.

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The following provisions are set forth for the regulation of the internal affairs of the corporation.

1. The entire Board of Directors or any individual director may be removed from office with or without cause by the shareholders entitled to vote in the election of directors.

2. The corporation shall, to the fullest extent permitted by Section 29-101.04(16) of the District of Columbia Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

3. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization or entity in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be deemed by the corporation to be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or Executive

Committee thereof, if any, which authorizes the contract or transaction if:

(i) The material facts as to his relationship or interest and as to the contract, or transaction are disclosed or are known to the Board of Directors or the Executive Committee, if any, and the Board or such Executive Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested director, and

(ii) The material facts as to his relationship or interest and as to the contract or transaction are enclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(iii) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, any such Executive Committee thereof, and the shareholders.

4. Whenever any provision of the District of Columbia Business Corporation Act shall otherwise require for the approval or authorization of any action the affirmative vote of two-thirds of the outstanding shares, the affirmative vote of a majority of the outstanding shares shall be sufficient for that purpose. Whenever any provision of the District of Columbia Business Corporation Act shall otherwise also require for the approval or authorization of any action the affirmative vote of two-thirds of the outstanding shares of any class of shares, the affirmative vote of a majority of the outstanding shares of each such class shall be sufficient for that purpose.

EIGHTH: The address, including street and number, of the registered office of the corporation in the District of Columbia is c/o CT Corporation System, 1015 15th Street, N.W., Suite 1000, Washington, D.C. 20005; and the name of the registered agent of the corporation at such address is CT Corporation System.

NINTH: The number of directors constituting the Board of Directors shall be as set forth in the Bylaws.

THE ALPINE GROUP, INC.

Dated: October 1, 2007

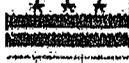
By: 

Name: Rhod Shaw

Title: President

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

DCRA
Corporations Division
P.O. Box 92300
WASHINGTON, D.C. 20090



WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO:
The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business and Professional Licensing Administration

(A) BY A DISTRICT OF COLUMBIA RESIDENT
PURSUANT TO D.C. CODE TITLE 29, and TITLE 41

I,

A Bona fide Resident of the District of Columbia Herein Consent to Act as a Registered

Agent For:

(Name of Business)

SIGNATURE OF REGISTERED AGENT

DATE: _____

(B) BY A LEGALLY AUTHORIZED CORPORATION
THE CORPORATION HEREIN NAMED IS:

C T Corporation System

An Authorized Corporate Registered Agent in the District of Columbia, per Signatures of
its President/Vice-President and Secretary/Assistant Secretary, Herein Consents to Act as
Registered Agent

For:
The Alpine Group, Inc.

(Name of Company)

SIGNATURE: Mark Brinkman OF PRESIDENT OR VICE PRESIDENT

ATTEST: _____ OF SECRETARY OR ASSISTANT SECRETARY

DATE: 10/01/2007

Mark Brinkman
Vice President and Assistant Secretary

BY-LAWS

OF

THE ALPINE GROUP, INC.

**ARTICLE I
CORPORATE OFFICES**

1.1 Business Office. THE ALPINE GROUP, INC. ("the Company") shall maintain its principal offices in the District of Columbia, at a location selected by the Board of Directors. The Company may establish offices in any other location which the Board of Directors determines is required for the conduct of the Company's business.

1.2 Registered Office. The Company shall maintain a registered office in the District of Columbia, and in any other jurisdiction in which it maintains offices and conducts business.

**ARTICLE II
MEETINGS OF SHAREHOLDERS**

2.1 Place of Meetings. Meetings of shareholders of the Company shall be held at the principal offices of the Company, or at such other location as may be determined by the Board of Directors.

2.2 Annual Meetings. An annual meeting of the shareholders of the Company shall be held on the second Monday of the month of January, unless that date falls on a legal holiday, in which case the annual meeting shall be held on the next following business day.

2.3 Order of Business at Annual Meeting. The order of business at all annual meetings of the shareholders shall be as follows:

2.3.1 Roll call.

- 2.3.2 Proof of notice of meeting.
- 2.3.3 Reading of minutes of preceding annual meeting.
- 2.3.4 Reports of officers.
- 2.3.5 Report of Board of Directors.
- 2.3.6 Reports of committees.
- 2.3.7 Appointment of inspectors of election.
- 2.3.8 Election of members of the Board of Directors
- 2.3.9 Unfinished business.
- 2.3.10 New business.

2.4 Notice of Annual Meeting. Notice of annual meetings of shareholders shall be delivered in writing by the Secretary of the Company to every shareholder no less than 10, and not more than 50, days before the date of such annual meeting. If the notice is delivered by mail it shall be sent by United States mail, first-class postage prepaid, to the shareholder at that shareholder's address as it appears on the records of the Company, or at such address as the shareholder informs the Secretary, in writing, should be used for such notice, and shall be deemed delivered on the date it is so mailed. Any notice of an annual meeting may be waived by a shareholder in writing at any time before or after the meeting, or by the shareholder's attendance at the meeting.

2.5 Special Meetings. Special meetings of the shareholders of the Company may be called by the President of the Company, the Secretary of the Company, the Board of Directors of the Company, or by the holders of not less than twenty percent (20%) of the shares of the Company's stock issued and outstanding and entitled to vote.

2.6 Notice of Special Meetings. Notice of special meetings shall be delivered in writing

by the Secretary of the Company to every shareholder no less than five, and not more than 30, days prior to the date of such special meeting. The notice shall contain a statement of the purpose or purposes for which the special meeting is called. If the notice is delivered by mail, it shall be sent in the same form and manner as notices of annual meetings. No business other than that specified in the notice of the special meeting shall be transacted at such special meeting. Notice may be waived by a shareholder by attendance at the special meeting and submission of a written waiver of notice.

2.7 Quorum. The presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote shall be necessary to constitute a quorum for the transaction of business at all meetings, including annual meetings and special meetings, of the shareholders. If a quorum is not present or represented at any meeting of the shareholders, those shareholders who are present, either in person or as represented by proxy, shall have the power to adjourn the meeting to a future date at which a quorum can be present or represented by proxy. At such future date, any business may be transacted which might have been transacted at the meeting as originally called.

2.8 Voting. At all meetings of the shareholders, every registered owner of shares entitled to vote may vote in person or by proxy and shall have one vote for each share listed in his name on the books of the Company. At all elections of directors, the voting shall be by ballot. The President of the Company shall preside at all meetings of the shareholders, and shall have power to appoint two or more persons to act as inspectors, who will receive, canvass, and report the votes cast by the shareholders at such meeting. Except as otherwise provided herein, in the Articles of Incorporation, or in the statutes governing corporate action, all actions of the Company shall be determined by the vote of the majority of the votes cast at a proper meeting of shareholders by the holders of shares

who are entitled to vote.

2.9 Proxies. Every shareholder entitled to vote at a shareholders meeting shall be entitled to vote either in person or by assigning a proxy to another shareholder in attendance at the meeting. Every proxy executed by a shareholder must be dated and signed by the shareholder, and identify the shareholder to whom the proxy is given. No proxy shall be valid after the expiration of 11 months from the date of its execution. A proxy may set a duration more limited than 11 months, or may specify the issues or meetings for which it is given. A proxy may be revoked by the shareholder who executed it at any time prior to the expiration of the proxy. Such revocation must be in writing and must be filed with the Secretary of the Company prior to any meeting at which the proxy might be acted upon.

2.10 Conduct of Meeting. The President of the Company or, in his absence, the Vice President shall preside at all meetings of the shareholders. The Secretary of the Company, or in his absence another officer designated by the Secretary to serve in his stead, shall act as Secretary of all meetings of shareholders. No meetings of the Company can be conducted unless presided over by one of the officers designated herein, and reported by the Secretary or a designee of the Secretary required herein.

ARTICLE III BOARD OF DIRECTORS

3.1 Number of Directors. The Company is authorized to have no less than two (2) and no more than seven (7) directors. The authorized number of directors may be changed by amendment of the Articles of Incorporation or by adoption of a by-law by the shareholders. The director need not be shareholders of the Company.

3.2 Term of Directors. The directors named in the Articles of Incorporation shall hold office until the initial meeting of the shareholders and until their successors are elected. Directors other than those named in the Articles shall hold office from the date of their election until the succeeding annual meeting of the shareholders and the election of their successors.

3.3 Vacancies. Vacancies occurring on the Board of Directors by reason of death, resignation, or incompetence need not be filled until the next annual meeting of shareholders, unless a vacancy should occur which would reduce the number of directors to less than three, in which event the remaining directors shall appoint some person to fill such vacancy until the vacancy is filled by election of the shareholders at the next annual meeting or a special meeting called for that purpose.

3.4 Duties and Powers. Other than as limited by the Articles of Incorporation and the By-laws, the Board of Directors shall be responsible for the management of the affairs and business of the Company. The Board may act only as a Board; the individual directors have no authority to act on behalf of the Company in their individual capacity.

3.5 Annual Meetings of the Board of Directors. The Board of Directors shall meet annually for the election of the Company's officers and for the transaction of other appropriate and necessary business to be conducted at regular meetings of the Board. Such annual meeting shall be held at the same location as the shareholders' annual meeting and shall commence immediately upon the completion of the shareholders' annual meeting.

3.6 Regular Meetings. The Board of Directors shall meet for the transaction of all necessary and appropriate business semi-annually during the year on the first Monday of June and December or, if any of those dates fall on a legal holiday, the next succeeding business day.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the President of the Company, the Chairman of the Board, or a quorum of the Board of Directors then service.

3.8 Notice of Regular and Special Meetings. Notice orally or in writing of regular and special meetings of the Board of Directors shall be given by the Secretary of the Company to all members of the Board no less than five and no more than 30 days in advance of the meeting. If in writing, such notice may be delivered by mail by depositing said notice in the United States mail, first-class postage prepaid, at least five days in advance of the meeting date. Notice of special meetings shall identify the time of the meeting and its location, and shall state the purpose for which the meeting is called. Notice of a special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

3.9 Quorum. The presence of a majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum a majority of the directors present may adjourn a regular or special meeting until the next scheduled regular meeting of the Board. In the absence of a quorum at an annual meeting of the Board, the meeting shall be adjourned until a date not less than 14 days from the date of the adjournment. Notice of the adjourned date shall be given to all members of the Board by the Secretary of the Company either orally or in writing. Such notice may be delivered by mail by depositing it in the United States mail, first-class postage prepaid, at least five days in advance of the adjourned date.

3.10 Conduct of Business by Telephone. Any regular or special meeting of the Board

or Directors may be conducted by telephone. To conduct such a meeting, notice must be given to all members of the Board in accordance with the provisions of these by-laws.

3.11 Voting. Each director shall have one vote on any matter to be decided by the Board of Directors. A director must be present at a meeting of the Board in order to cast that allotted vote. Unless otherwise required by the Articles of Incorporation, the By-laws, or governing law, a majority of those who are current members of the Board is required to authorize any action the Board is empowered to take.

3.12 Chairman of the Board. The Board of Directors shall, at its annual meeting, select one of the members who will serve for the following year as the Chairman of the Board.

3.13 Manifestation of Dissent. A director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Company immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.14 Resignation. Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

3.15 Conduct of Meetings. At every meeting of the Board of Directors, the President of the Company, or in his absence, the Vice President designated by him, or in the absence of such designation, the Chairman, shall preside. The Secretary of the Company shall act as secretary at meetings of the Board of Directors. In case the Secretary shall be absent from any meeting, the

presiding officer may appoint any person to act as secretary of the meeting.

3.16 Compensation of Directors. Directors shall receive such compensation for their services as directors as shall be determined from time to time by resolution of the Board. Any director may serve the Company in any other capacity as an officer, agent, employee or otherwise and receive compensation therefor.

3.17 Executive Committee. The Board of Directors may appoint from among its members an Executive Committee of not less than two members, one of whom shall be President, and shall designate one of such members as Chairman. The Board may also designate one or more of its members as alternatives to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Board of Directors reserves to itself alone the power to issue stock, recommend to stockholders any action requiring their approval, elect and remove officers, change the membership of any committee at any time, fill vacancies therein, and discharge any committee either with or without cause at any time. Subject to the foregoing limitations, the Executive Committee shall possess and exercise all other powers of the Board of Directors during the intervals between meetings.

ARTICLE IV OFFICERS

4.1 Officers and Qualifications. The officers of the Company shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. Any two offices, except the offices of President and Secretary, may be held by the same person.

4.2 Election. All officers of the Company shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of shareholders.

4.3 Term of Office. All officers of the Company shall hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided.

4.4 Removal of Officers. Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

4.5 President. The President shall be the chief executive and administrative officer of the Company, and shall have the responsibility for the management of the Company's business except as limited by the Articles of Incorporation, the By-laws, or applicable law. His duties including the following:

4.5.1 He shall preside at all meetings of the Board of Directors. He shall also preside at all meetings of the shareholders.

4.5.2 He shall present at each annual meeting of the shareholders and directors a report of the condition of the business of the Company.

4.5.3 He shall cause to be called regular and special meetings of the shareholders and directors in accordance with the requirements of the statutes and of these By-laws.

4.5.4 He shall appoint, discharge, and fix the compensation of all employees and agents of the Company other than the duly elected officers, subject to the approval of the Board of Directors.

4.5.5 He shall sign and execute all contracts in the name of the Company, and all notes, drafts, or other orders for the payment of money.

4.5.6 He shall sign all certificates representing shares.

4.5.7 He shall cause all books, reports, statements and certificates to be properly kept and filed as required by law.

4.5.8 He shall sign resolutions evidencing the authorization of the Company undertakings.

4.5.9 He shall enforce these By-laws and perform the duties incident to his office and which are required by law, and, generally, he shall supervise and control the business and affairs of the Corporation.

4.6 **Vice President.** During the absence or incapacity of the President, the Vice President in order of seniority of election shall perform the duties of the President, and when so acting, he shall have all the powers and be subject to all the responsibilities of the office of President and shall perform such duties and functions as the Board may prescribe.

4.7 **Secretary.** The Secretary shall have the following responsibilities:

4.7.1 He shall keep the minutes of the meetings of the Board of Directors and of the shareholders in appropriate books.

4.7.2 He shall attend to the giving of notice of regular and special meetings of the Board of Directors and of all the meetings of the Shareholders of the Corporation.

4.7.3 He shall be custodian of the records and seal of the Company and shall affix the seal to the certificates representing shares and other corporate papers when required.

4.7.4 He shall keep at the principal office of the Company or at the office of its registered agent a book or records containing the names, alphabetically arranged, of all persons who are shareholders of the Company, showing their places of residence, the number and class of shares held by them respectively, and the date when they respectively became the owners of record thereof. He shall keep such book or records and the minutes of the proceedings to its shareholders open daily during usual business hours, for inspection, within the limits prescribed by law, by any person duly

authorized to inspect such records. At the request of any person entitled to an inspection thereof, he shall prepare and make available a current list of the officers and directors of the Company and their resident addresses.

4.7.5 He shall sign all certificates representing shares and affix the corporate seal thereto.

4.7.6 He shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by him.

4.7.7 He shall perform all the duties incident to the office of the Secretary of the Company.

4.8 **Treasurer.** The Treasurer shall have the following responsibilities:

4.8.1 He shall have the care and custody of and be responsible for all the funds and securities of the Company, and shall deposit such funds and securities in the name of the Company, and shall deposit such funds and securities in the name of the Company in such banks or safe deposit companies as the Board of Directors may designate.

4.8.2 He shall make, sign, and endorse in the name of the Company all checks, drafts, notes and other orders for the payment of the money, and pay out and dispose of such under the direction of the President or the Board of Directors.

4.8.3 He shall keep at the principal office of the Company accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Company during business hours.

4.8.4 He shall render a report of the condition of the finances of the Company at each regular meeting of the Board of Directors and at such other times as shall be required of him,

and he shall make a full financial report at the annual meeting of the shareholders.

4.8.5 He shall further perform all duties incident to the office of the Treasurer of the Company.

4.8.6 If required by the Board of Directors, he shall give such bond as it shall determine appropriate for the faithful performance of his duties.

4.9 Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at a regular meetings or at a meeting specially called for that purpose.

4.10 Compensation of Officers. The officers shall receive such salary or compensation as may be fixed by the President and approved by the Board of Directors. No officer shall be prevented from receiving such salary or compensation by reason of also being a director of the Company.

ARTICLE V CAPITAL STOCK

5.1 Stock Certificates. Certificates for stock of the Company shall be in such form as the Board of Directors may from time to time prescribe and shall be signed by the President and by the Secretary. If certificates are signed by a Transfer Agent, acting on behalf of the Company, and a Registrar, the signatures of the officers of the Company may be a facsimile.

5.2 Transfer Agent. The Board of Directors shall have power to appoint one or more Transfer Agents and Registrars for the transfer and registration of stock of any class, and may require that stock certificates shall be countersigned and registered by one or more of such Transfer Agents and Registrars.

5.3 Transfer of Stock. Shares of capital stock of the Company shall be transferable on

the books of the Company only by the holder of record thereof in person or by a duly authorized attorney, upon surrender and cancellation of certificates for a like number of shares.

5.4 Lost Certificates. In case any certificates for the capital stock of the Company shall be lost, stolen, or destroyed, the Company may require such proof of the fact and such indemnity to be given to it and its Transfer Agent and Registrar, if any, as shall be deemed necessary or advisable by it.

5.5 Holder of Record. The Company shall be entitled to treat the holder of any share or shares of stock as the holder thereof in fact and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

5.6 Closing of Books. The Board of Directors shall have the power to close the stock transfer books of the Company for a period not exceeding 50 days preceding the date of any of the following events: (1) A meeting of shareholders; (2) a date for the allotment of rights; or (3) a date when any change or conversion or exchange of capital stock shall go into effect. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date, not exceeding 50 days preceding the date of any of the above enumerated events, and in such case only stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend, or allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Company after any such record date fixed as herein provided.

**ARTICLE VI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

6.1 Every Director or officer of the Company shall be indemnified by the Company against all expense and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Company, or any settlement thereof, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the shareholders approve such settlement and reimbursement as being for the best interest of the Company. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

**ARTICLE VII
MISCELLANEOUS**

7.1 **Fiscal Year.** The company's fiscal year shall be from January 1 to December 31.

7.2 **Waiver of Notice.** Any notice required to be given under the provisions of these By-laws or otherwise may be waived by the shareholder, director, or officer to whom such notice is required to be given.

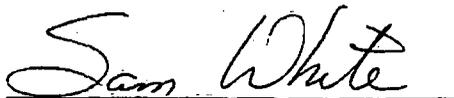
7.3 **Corporate Seal.** The Company shall adopt and use a corporate seal, bearing the Company name, as selected by the Board of Directors.

**ARTICLE VIII
AMENDMENT OF BY-LAWS**

8.1 These By-laws may be altered, amended, repealed, or added to by the affirmative vote of the holders of a majority of the shares entitled to vote. Such alterations may be made at any annual meeting, or at a special meeting called for that purpose, provided that a written notice shall have been sent to each shareholder of record entitled to vote at such special meeting at his last-known post office address at least five days before the date of such special meeting, which notice shall state the alterations, amendments, additions, or changes which are proposed to be made in such By-laws.

The undersigned Directors certify the foregoing by-laws have been adopted as the first by-laws of the Corporation, in accordance with the requirements of the Corporation Law of the District of Columbia.

Date: December 29, 1995



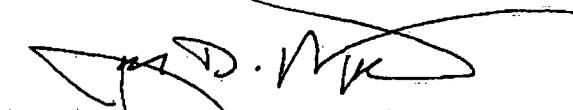
Sam White
President



James G. Means
Secretary



Richard White
Vice-President



James Massie
Treasurer