

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WTM, Inc.

(Name of corporation - must include suffix)

600002354326--1

-11/21/97--01089--002

****122.50 ****122.50

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Philip Weintraub

(Name of Person)

WTM, Inc.

(Firm/Company)

12816 Huntsmen Way

(Address)

Potomac, MD 20854

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Philip Weintraub

(Name of Person)

at (561) 776-0096

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

97 NOV 21 PM 3:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

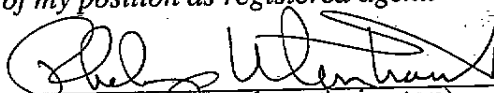
1. WTM, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland
(State or country under the law of which it is incorporated)
3. Application Pending
(FEI number, if applicable)
4. October 16, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 12816 Huntsman Way
Potomac, MD 20854
(Current mailing address)
8. To engage in the technology, software and electronic commerce business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Philip Weintraub

Office Address: 104 Monterey Pointe Drive
Plam Beach, Florida, 33418
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Philip Weintraub

Address: 12816 Huntsman Way

Potomac, MD 20854

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Philip Weintraub

Address: 12816 Huntsman Way

Potomac, MD 20854

Vice President: _____

Address: _____

Secretary: Irene Weintraub

Address: 12816 Huntsman Way

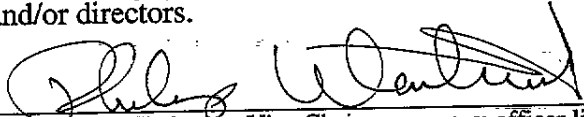
Potomac, MD 20854

Treasurer: Philip Weintraub

Address: 12816 Huntsman Way

Potomac, MD 20854

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip Weintraub, President
(Typed or printed name and capacity of person signing application)

97 NOV 21 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
O
WTM

I.D. NO# D4809653
ACKN. NO. - 080C3111296
WTM, INC.

THIS IS TO CERTIFY:

10/16/97 AT 03:20 P.M.

FIRST: That the subscriber, Donald R. Rogers, 11921 Rockville Pike, Suite 300, Rockville, Maryland 20852, an adult over eighteen (18) years of age, hereby does declare the intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter referred to as the "Corporation") is: WTM, Inc.

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

72948126

(a) To engage in the technology, software and electronic commerce business and to engage in any lawful act or activity for which corporations may be organized under the Corporations and Associations Article (the "Corporations Article") of the Annotated Code of Maryland.

(b) To engage in any business, allied or kindred or associated with any of the principal objects of the Corporation.

(c) To acquire, by purchase, lease or otherwise, own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of, real property or any interest or right therein, wherever situated, within or without the State of Maryland.

(d) To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Maryland.

(e) To adopt, apply for, obtain, register, purchase, lease, or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect of, assign, or otherwise dispose of, or in any manner deal with and contract with reference to, any trademarks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and improvements, processes, recipes, formulas, and the like, including, but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

(f) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of the Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 10-16-97

BY: [Signature]

This stamp replaces our previous certification system. Effective: 6/95

business so acquired and to exercise all the powers necessary or convenient to and about the conduct and management of such business.

(g) To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other such evidences of indebtedness created by other corporations and while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to the same extent as a natural person might or could do.

(h) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

(i) To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation at this time owned or thereafter acquired.

(j) To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property without limit as to amount.

(k) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

(l) To purchase, hold and reissue any of the shares of its capital stock pursuant to the provisions of the general laws of the State of Maryland.

(m) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contract and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(n) The foregoing enumeration of the purposes, powers, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the State of Maryland, and the mention of any particular purpose, power, object or business

is not intended in any manner to limit or restrict any of the purposes, powers, objects or business of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State of Maryland.

FOURTH: The Post Office address at which the principal office of the Corporation in the State of Maryland shall be located is 11921 Rockville Pike, Third Floor, Rockville, Maryland 20852. The resident agent of the Corporation is The Corporate Services Company, a Maryland corporation whose address is 11840 Beekman Place, Potomac, Maryland 20854.

FIFTH: The total amount of the authorized capital stock of the Corporation is Five Thousand (5,000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) each, amounting in the aggregate to Five Thousand and No/100 Dollars (\$5,000.00).

SIXTH: The Corporation shall have at least three (3) directors at all times, provided that:

(a) If there is no capital stock outstanding the number of directors may be less than three (3) but not less than one (1); or

(b) If there is capital stock outstanding, the number of directors may be increased or decreased pursuant to the bylaws of the Corporation, but shall not be less than three (3) unless all of the capital stock is owned by less than three (3) shareholders, in which case the number of directors shall not be less than the number of such shareholders.

The number of initial directors is one (1), and the following is the name of the initial director, who shall act until the first annual meeting and until his successor is duly elected and qualified or until his earlier resignation, removal from office, or death:

Philip Weintraub

SEVENTH In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "Board of Directors") is expressly authorized as follows.

(a) The Board of Directors hereby is authorized to create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust arrangements, negotiable or transferable instruments and evidences of indebtedness of all kinds, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, and, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

(b) In the purchase or acquisition of property, businesses, rights or franchises, or for additional working capital, or for any other object in or about the Corporation's business or affairs, and without limit as to amount, the Board of Directors hereby is authorized to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust, or otherwise.

(c) The Board of Directors hereby is authorized to determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors, except those powers expressly prohibited from being delegated by law, to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; and from time to time to determine, except as provided by statute, whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of shareholders, and no shareholder shall have any right to inspect any account book or document of the Corporation except as conferred by statute or unless authorized by the resolution of the Board of Directors.

(d) The Board of Directors hereby is empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said 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.

(e) Any director of the Corporation, individually, or any corporation, association, firm or other entity of which any director may be an officer, director or member or in which any director may otherwise be interested, as a holder of any amount of its capital stock or otherwise, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and, in the absence of fraud, no contract or other transaction shall be affected thereby or invalidated, provided that the fact of the common directorship or interest shall be disclosed or shall have been known either (i) to the Board or a committee thereof and the Board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or (ii) to the shareholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the shareholders entitled to vote other than the votes owned of record or beneficially by the interested director or corporation, association, firm, or other entity; or the contract or transaction is fair and reasonable to the Corporation. Any director of the Corporation who is also a director or officer of or interested in such other corporation, association, firm or entity may be counted in determining the existence of a quorum at any meeting of the Board which shall authorize any such

contract or transaction, and may vote thereat to authorize any such contract or transaction. Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the shareholders having voting powers at any annual meeting, or at any special meeting called for such purposes, so far as permitted by law, shall be as valid and as binding as though ratified by every Member of the Corporation.

(f) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to redeem shares of the stock of the Corporation subject to any limitations or restrictions herein set forth or imposed by law; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the shareholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(g) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power, without a vote of shareholders, to take the following action: (i) to declare and authorize the payment of dividends on the capital stock of the Corporation, whether or not payable in stock of one class to holders of stock of another class or classes; (ii) to exercise, without a vote of shareholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: To the maximum extent Maryland law in effect from time to time permits the liability of directors and officers to be limited or eliminated, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation's Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: (a) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was a director or officer of the Corporation or of a

predecessor of the Corporation, or (ii) is or was a director or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including, but not limited to attorneys' fees and court costs) actually incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

(b) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was an employee or agent of the Corporation or of a predecessor of the Corporation, or (ii) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, other enterprise, or other employee benefit plan, may (but need not) be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including, but not limited to, attorneys' fees and court costs) actually incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

(c) Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or Charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to indemnification for any act or failure to act which occurred prior to such amendment, repeal or adoption.

(d) The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer, director, employee or agent of the Corporation may be entitled apart from the provisions of this Article.

TENTH: (a) Notwithstanding any provision of the Corporations Article requiring a greater proportion of the votes of all classes or of any class of shareholders to authorize and/or approve a matter, and as permitted by Section 2-104(b)(5) of the Corporations Article, the affirmative vote of a majority of all the votes entitled to be cast on a matter shall be sufficient, valid and effective to authorize and/or approve the matter, unless a greater proportion is required by the Charter of the Corporation with respect to such matter; provided, however, that if Section 2-104(b)(5) of the Corporations Article is amended, modified or repealed, the minimum proportion of the votes then required by the Corporations Article to authorize and/or approve a matter shall be sufficient, valid

and effective to authorize and/or approve the matter, unless a greater proportion is required by the Charter of the Corporation.

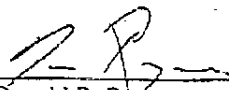
(b) The Corporation reserves the right from time to time to make any amendments of its Charter which now or hereafter may be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless such changes in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at that time outstanding by a vote of a meeting or in writing with or without a meeting.

(c) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class, or to any securities convertible into shares, of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as the Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(d) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any shareholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the fair value of such shareholder's stock.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, as Subscriber to these Articles of Incorporation, acknowledge, on the 16th day of October, 1997, under the penalties of perjury that the matters and facts contained in these Articles of Incorporation are true and correct in all material respects to the best of my knowledge, information and belief, and that the execution of these Articles of Incorporation is my act and deed.



Donald R. Rogers

State of Maryland
DEPARTMENT OF
ASSESSMENTS AND TAXATION

Charter Division



PARRIS N. GLENDENING
Governor

RONALD W. WINEHOLT
Director

PAUL B. ANDERSON
Administrator

DOCUMENT CODE 0239 BUSINESS CODE 03 COUNTY 83
_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10 50 Expedited Fee
61 20 Rec. Fee (Arts. of Inc.)
20 20 Organ. & Capitalization
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger, Consol.)
64 _____ Rec. Fee (Transfer)
66 _____ Rec. Fee (Revival)
65 _____ Rec. Fee (Dissolution)
75 _____ Special Fee
73 _____ Certificate of Conveyance

(New Name) _____

21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
70 _____ Change of P.O., R.A. or R.A.A.
31 _____ Corp. Good Standing

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent
Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code
_____ Adoption of Assumed Name

600 _____ Returns
52 _____ Foreign Qualification
NA _____ Foreign Registration
51 _____ Foreign Name Registration
53 _____ Foreign Resolution
54 _____ For. Supplemental Cert.
56 _____ Penalty
50 _____ Cert. of Qual. or Reg.
83 _____ Cert. Limited Partnership
84 _____ Amendment to Limited Partnership
85 _____ Termination of Limited Partnership
80 _____ For. Limited Partnership
91 _____ Amend/Cancellation, For. Limited Part.
87 _____ Limited Part. Good Standing
67 _____ Cert. Limited Liability Partnership
68 _____ LLP Amendment - Domestic
69 _____ Foreign Limited Liability Partnership
74 _____ LLP Amendment - Foreign
99 _____ Art. of Organization (LLC)
98 _____ LLC Amend, Diss, Continuation
97 _____ LLC Cancellation
96 _____ Registration Foreign LLC
94 _____ Foreign LLC Supplemental
52 _____ LLC Good Standing (short)
13 13 1 Certified Copy
_____ Other _____

CODE 057

ATTENTION: M. FREELY

MAIL TO ADDRESS: _____

TOTAL FEES 103 ☒ Credit Card
_____ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: WM

CERTIFIED
COPY MADE

STATE OF MARYLAND

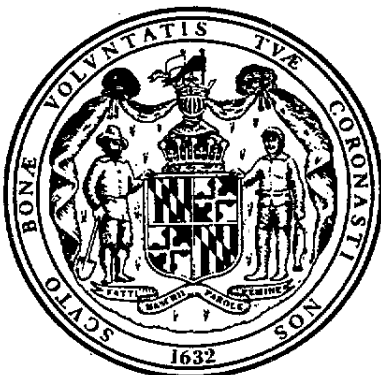
FILED
JUN 21 PM 3:01
STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
582241

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT WTM, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 12TH DAY OF NOVEMBER, 1997.

Leah Hamm-Curry
LEAH HAMM-CURRY
OFFICE SUPERVISOR II

CONSENT IN LIEU OF THE ORGANIZATIONAL MEETING

OF

THE BOARD OF DIRECTORS

OF

WTM, INC.

FILED
97 NOV 21 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole member of the Board of Directors of WTM, Inc., a Maryland corporation (the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, hereby do take the actions below set forth, and, to evidence their waiver of any right to dissent from such actions, hereby do consent as follows:

RESOLVED, That the Articles of Incorporation of the Corporation approved and accepted by the Maryland State Department of Assessments and Taxation on October 16, 1997, be and the same hereby is ratified and accepted, and ordered to be made a part of the official records of the Corporation, and it is directed that a copy thereof be inserted in the Minute Book of the Corporation.

FURTHER RESOLVED, That the Bylaws presented to and reviewed by the Board of Directors be and hereby are adopted as the Bylaws of the Corporation, and it is directed that a copy thereof be inserted in the Minute Book of the Corporation.

FURTHER RESOLVED, That pursuant to Article II, Section 1 of the Bylaws, the Annual Meeting of the Shareholders be and hereby is set for the month of October in each year, beginning with the year 1998, on a date and at a time to be chosen by the Board of Directors.

FURTHER RESOLVED, That pursuant to Article III, Section 2 of the Bylaws, the number of Directors be and hereby is set at one (1).

FURTHER RESOLVED, That the resident agent of the Corporation is The Corporate Services Company whose address is 11840 Beekman Place, Potomac, Maryland 20854.

FURTHER RESOLVED, That the principal office of the Corporation is located at 11921 Rockville Pike, Third Floor, Rockville, Maryland 20852.

FURTHER RESOLVED, That the following persons be and hereby are elected officers of the Corporation to hold their respective positions until the next Annual Meeting of the Board of Directors and until their respective successors have been duly elected and qualified or until their earlier resignation, removal from office or death:

President	Philip Weintraub
Secretary	Irene Weintraub
Treasurer	Philip Weintraub

FURTHER RESOLVED, That the seal, an impression of which is herewith affixed, be and hereby is adopted as the official corporate seal of the Corporation.

FURTHER RESOLVED, That the form of stock certificate to be used by the Corporation, a copy of which has been presented to the Board of Directors, be and hereby is approved and adopted, and it is directed that a specimen copy thereof be inserted in the Minute Book of the Corporation.

FURTHER RESOLVED, That the Secretary be and hereby is authorized and directed to procure the necessary and proper corporate books.

FURTHER RESOLVED, That the Treasurer be and hereby is authorized, empowered and directed to open such account or accounts with such banks or other financial institutions as may be necessary and that until otherwise ordered, such banks or other financial institutions be and hereby are authorized to make payments from the funds of the Corporation deposited with them upon and according to the check of the Corporation signed by the President or the Treasurer, and that resolutions in such forms as said banks or other financial institutions may require shall be executed by the Secretary of the Corporation and the same shall be incorporated herein by this reference.

FURTHER RESOLVED, That the proper officers of the Corporation be and they hereby are authorized and directed on behalf of the Corporation to make and file such certificate, report or other instrument as may be required by law to be filed in any state, territory or other political subdivision of the United States in which said officers shall find it necessary or expedient to file the same to authorize the Corporation to transact business in such state, territory, or other subdivision of the United States.

WHEREAS, Philip Weintraub has offered to purchase One Hundred (100) shares of the Corporation's Common Stock, par value One Dollar (\$1.00) per share (the "Common Stock"); and

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WHEREAS, The Board of Directors deems it advisable and in the best interest of the Corporation to accept the offer of Philip Weintraub to purchase One Hundred (100) shares of Common Stock at the purchase price of One and No/100 Dollars (\$1.00) per share.

NOW, THEREFORE, BE IT RESOLVED, That the Corporation be and hereby is authorized to accept the offer of Philip Weintraub to purchase from the Corporation One Hundred (100) shares of Common Stock at the purchase price of One and No/100 Dollars (\$1.00) per share, aggregating One Hundred and No/100 Dollars (\$100.00).

FURTHER RESOLVED, That the President and the Secretary be and they hereby are authorized, empowered and directed to issue and deliver to Philip Weintraub fully paid and nonassessable shares of the Common Stock as aforesaid.

FURTHER RESOLVED, That the proper officers of the Corporation be and they hereby are authorized, empowered, and directed to do and perform any and all other acts and deeds necessary to issue the Common Stock as aforesaid.

WHEREAS, The Board of Directors deems it advisable and in the best interest of the Corporation to qualify to transact business in the State of Florida.

NOW, THEREFORE, BE IT RESOLVED, That the Corporation be and hereby is authorized, empowered and directed to perform any and all acts and deeds necessary to qualify to transact business in the State of Florida.

WHEREAS, The Board of Directors deems it advisable and in the best interest of the Corporation to transact business in the State of Florida under the fictitious name of WTMH, Inc.

NOW, THEREFORE, BE IT RESOLVED, That the Corporation be and hereby is authorized empowered and directed to perform any and all acts and deeds necessary to transact business in the State of Florida under the fictitious name of WTMH, Inc.

WHEREAS, The shareholders of the Corporation desire the Corporation to elect S Corporation status.

NOW, THEREFORE, BE IT RESOLVED, That the Board of Directors deems it to be in the best interest of the Corporation to elect to become a S Corporation under the Internal Revenue Code of 1986, as amended, and further, that the President of the Corporation is authorized, empowered and directed to execute and file with the Internal Revenue Service any and all documents necessary to effectuate said election.

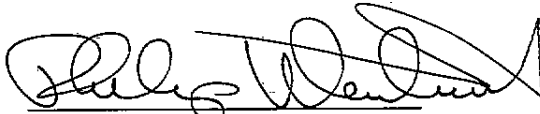
FURTHER RESOLVED, That the law firm of Shulman, Rogers, Gandal, Pordy & Ecker, P.A. be and it hereby is engaged as General Counsel for the Corporation until further action of the Board of Directors.

FURTHER RESOLVED, The proper officers of the Corporation are hereby authorized, empowered and directed to pay, as expenses of the Corporation, all charges and expenses incident to or arising out of its organization and to reimburse any person who has made any disbursement therefor.

FURTHER RESOLVED, That the fiscal year of the Corporation shall be January 1 through December 31.

FURTHER RESOLVED, That the officers of the Corporation, or any of them, hereby are authorized and directed to take any and all other action which may be necessary and desirable to effectuate the transactions approved by the foregoing resolutions, and their acts and deeds in so doing shall be conclusively presumed to be the acts and deeds of the Corporation.

Dated: As of October 18, 1997


Philip Weintraub

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