

EIG AND SCHWARTZ.
CONT'D.

June 13, 1996

VIA FEDERAL EXPRESS

[illegible]

Dear Gentlemen:

We would appreciate your calling the undersigned as to when the Articles of Incorporation are filed for record.

Very truly yours,

Paul Marst

Paul G. Marcotte, Jr.

550115 141719

F:\WP_FILES\CLIENTS\510.000\PGMLTR.109 - June 13, 1996

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 17, 1996

PAUL G. MARCOTTE JR.
7475 WISCONSIN AVE. STE 500
BETHESDA, MD 20814

SUBJECT: EWING ENTERPRISES, LTD.
Ref. Number: W96000012819

We have received your document for EWING ENTERPRISES, LTD. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00029891

EIG AND SCHWARTZ

CHARITABLE

ATTORNEYS AT LAW

2420 WISCONSIN AVENUE, SUITE 500

BETHESDA, MARYLAND 20814

(301) 694-4004

TELECOPY (301) 694-0103

PAUL G. MARCOTTE, JR.

June 19, 1996

VIA FEDERAL EXPRESS

Secretary of State - Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Mrs. Terry Buckley

RE: Ewing Enterprises, Inc.
Our File No.: 510.000

Dear Mrs. Buckley:

As per your letter of June 17th, enclosed are the revised Articles of Incorporation for the above-referenced corporation which are being submitted to your office for filing. Note that the corporate name has been changed to reflect the corporate designation "Inc." rather than "Ltd." as per your letter. We understand that you are holding our check in the amount of \$70.00 for the required filing fee.

We would appreciate your calling the undersigned as to when the Articles of Incorporation are filed for record as we need to complete a transaction involving this corporation by the end of this month.

Thank you for your forthcoming assistance.

Very truly yours,



Paul G. Marcotte, Jr.

PGMJr

Enclosure

cc: Wayne D. Eig, Esquire (w/o enclosure)

T:062496

EWING ENTERPRISES, INC.
ARTICLES OF INCORPORATION

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THIS IS TO CERTIFY:

FIRST: The undersigned, Wayne D. Eiq, whose post office address is 7475 Wisconsin Avenue, Suite 500, Bethesda, Maryland 20814, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Florida authorizing the formation of corporations.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: EWING ENTERPRISES, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Florida or within any other State or States of the United States or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

- a. To transact any lawful business.
- b. To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property or assets of

every kind in accordance with the laws of the State of Florida, with stocks, bonds, or other securities of the Corporation or otherwise.

c. To apply for, obtain, register, purchase, lease or otherwise acquire, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to account for any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.

d. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

e. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the State of Florida, or any other State, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or

holder of any such shares of stock, voting trust certification, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the shareholders of this Corporation.

f. To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment therefor and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

g. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of

them or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the purposes and powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, power, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. Accordingly, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the General Laws of the State of Florida to corporations organized thereunder, as may be amended or supplemented, from time to time, and the enumeration of certain purposes and powers as herein specified is not intended as exclusive of or as a waiver of any of the purposes and powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any purpose or power, or to do any act which a corporation formed under the General Laws of the State of Florida may not at the time lawfully carry on or do. The foregoing clauses shall be construed as and shall be purposes as well as powers of the Corporation.

FOURTH: The post office address of the principal office and mailing address of the Corporation in the State of Florida is

102 Tall Pine Lane, Apt. 3108, Naples, Florida 33942. The resident agent of the Corporation is Robert H. Ewing, whose post office address is 102 Tall Pine Lane, Apt. 3108, Naples, Florida 33942. Said resident agent resides in the State of Florida.

FIFTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than one (1). The name of the initial director who shall act until the first annual meeting or until her successor is duly chosen and qualified is:

Mary Elizabeth Ewing

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, having an aggregate par value of One Thousand Dollars (\$1,000.00).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To issue from time to time shares of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.

2. To make, alter and repeal the By-laws of the Corporation; to open stock books, to fix and vary the amounts to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and if any, what part, of any surplus or net profits shall be declared as dividends.

3. To create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust agreements, 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, 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.

4. 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, 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.

5. 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 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, from time to time to determine 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 stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation except as conferred by statute, unless authorized by the resolution of the directors.

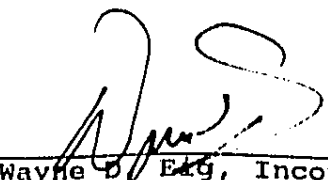
EIGHTH: The Corporation reserves the right to amend its Charter so that such amendment alters the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the fair market value of his stock.

NINTH: To the fullest extent permitted by law, each director and officer or former director or officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock, including in each case their respective executors and administrators, shall be indemnified by the Corporation against any liabilities, fines, penalties and claims imposed upon or

asserted against him or her (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and reimburse and/or advance all expenses (including without limitation counsel fees) reasonably incurred by him or her in connection therewith. The right of indemnification hereby provided shall be in addition to any other rights to which any director or officer may be entitled.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledged the same to be his act and deed on the 19th day of June, 1996.

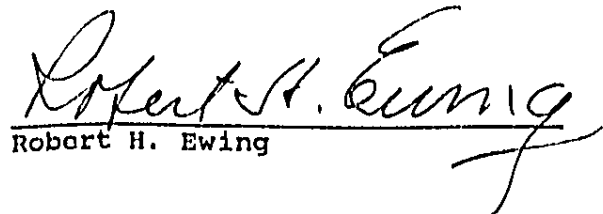


Wayne D. Egg, Incorporator

Consent of Registered Agent

The undersigned, Robert H. Ewing, does hereby consent to serve as the registered agent for Ewing Enterprises, Inc., in the State of Florida and understands the consequences of acting in such capacity.

Date: June 19, 1996


Robert H. Ewing

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FILED
96 JUN 19 11 11 AM
TALLAHASSEE, FLORIDA

P96000052912

EIG AND SCHWARTZ

CHARTERED

ATTORNEYS AT LAW

7470 WISCONSIN AVENUE, SUITE 500

BETHESDA, MARYLAND 20814

(301) 054-4004

TELECOPIER (301) 054-0105

June 21, 1996

PAUL G. MARCOTTE, JR.

VIA FEDERAL EXPRESS

Secretary of State - Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

RE: Ewing Enterprises, Inc.
Our File No.: 510.000

SECRETARY OF STATE
-06/25/96-01054-0113
*****70.00 *****70.00

Dear Gentlemen:

Enclosed are original Articles of Merger for the above-referenced corporation which are being submitted to your office for filing. Enclosed is a check in the amount of \$70.00 payable to the Secretary of State for the required filing fee.

We would appreciate your calling the undersigned or sending us any comments you may have by facsimile if you determine that there is any technical problem with this filing as we intend for it to become effective on June 30th as reflected in the Effective Date Provision.

When filed, we would appreciate the official acknowledgement from your office reflecting the June 30th effective date.

Thank you for your forthcoming assistance

Very truly yours,

Paul M.

Paul G. Marcotte, Jr.

PGMJr/fjn
Enclosure
cc: Wayne D. Eig, Esquire (w/o enclosure)

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FILED
96 JUN 24 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EWING ENTERPRISES, LTD., a Maryland corporation not qualified in Florida

INTO

EWING ENTERPRISES, INC., a Florida corporation, P96000052912.

File date: June 24, 1996 , effective June 30, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER

EFFECTIVE DATE

6-30-96

Merging
EWING ENTERPRISES, LTD.
(a Maryland Corporation)
Into
EWING ENTERPRISES, INC.
(a Florida Corporation)

FILED
JUN 24 PM 12:52
TALL PINE, FLORIDA

THESE ARTICLES OF MERGER, dated as of the 21st day of June, 1996, pursuant to Section 3-102(a)(2) of the Corporations and Associations Article of the Annotated Code of Maryland as amended (the "Maryland Code") and Section 670.1105 of the Florida Business Corporation Act as amended (the "Florida Code") are entered into by and between the corporations named in Article SECOND below (sometimes hereinafter collectively referred to as the "Constituent Corporations").

FIRST: The Constituent Corporations have agreed to merge pursuant to an AGREEMENT AND PLAN OF MERGER the terms and provisions of which are as set forth in Article THIRD below, and have agreed that the terms and conditions of said merger, the mode of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration as adopted by said AGREEMENT AND PLAN OF MERGER shall be set forth herein.

SECOND: The parties to these Articles of Merger are EWING ENTERPRISES, LTD., a Maryland corporation (hereinafter sometimes referred to as "Ewing Maryland"), and EWING ENTERPRISES, Inc., a Florida corporation (hereinafter sometimes referred to as "Ewing Florida"). Ewing Florida shall be the surviving corporation (hereinafter sometimes called "Surviving Corporation"). The principal office of Ewing Maryland in the State of Maryland is located in Montgomery County. Neither of the Constituent Corporations owns any interest in land in the State of Maryland. The location of the principal office of Ewing Florida in the place where organized is 102 Tall Pine Lane, Apt. 3108, Naples, Florida 33942. The name and address of the resident agent of Ewing Florida in the State of Maryland is Wayne D. Eig, 7475 Wisconsin Avenue, Suite 500, Bethesda, Montgomery County, Maryland 20814.

THIRD: AGREEMENT AND PLAN OF MERGER (the "Agreement") -

WHEREAS, Ewing Maryland is a corporation duly organized and existing under the laws of the State of Maryland, having been incorporated on February 11, 1981 under general law.

WHEREAS, Ewing Florida is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on June 19, 1996 under general law.

WHEREAS, the authorized capital stock of Ewing Maryland consists of one hundred (100) shares of Class A common stock, with a One Dollar (\$1.00) par value per share, with an aggregate par value of One Hundred Dollars ("Ewing Maryland Class A Common Stock") and one thousand (1,000) shares of Class B common stock, with a One Dollar (\$1.00) par value, with an aggregate par value of One Thousand Dollars (\$1,000.00) ("Ewing Maryland Class B Common Stock") (the Ewing Maryland Class A Common Stock and the Ewing Maryland Class B Common Stock are sometimes hereafter collectively called, the "Ewing Maryland Common Stock").

WHEREAS, the authorized capital stock of Ewing Florida consists of one thousand (1,000) shares of common stock, with a One Dollar (\$1.00) par value per share, with an aggregate par value of One Thousand Dollars (\$1,000.00) ("Surviving Corporation Common Stock").

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective stockholder(s) that the Constituent Corporations merge into a single corporation pursuant to this Agreement and pursuant to the applicable provisions of the laws of the States of Maryland and Florida.

NOW, THEREFORE, in consideration of the premises, the mutual promises and covenants herein contained, and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree, in accordance with the applicable provisions of the laws of the States of Maryland and Florida, that Ewing Maryland shall be merged into Ewing Florida, one of the Constituent Corporations and which shall continue its corporate existence and shall be the Surviving Corporation, upon the terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger") and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I.
Effective Time of Merger

At the effective time of Merger (the "Effective Date"), the separate existence of Ewing Maryland shall cease, except as otherwise required by law, and the aforesaid corporation shall be merged into Ewing Florida as the Surviving Corporation, said Merger being permitted by the laws of the States of Maryland and

Florida. As used by this Agreement, this Merger shall be effective upon the later to occur of June 30, 1996 or the date of filing of Articles of Merger with the Maryland State Department of Assessments and Taxation and the Secretary of State of Florida, all in the manner required by law.

ARTICLE II.

Governing Laws; Articles of Incorporation

The Laws which are to govern the Surviving Corporation are the laws of the State of Florida. The Articles of Incorporation of the Surviving Corporation are not amended hereby and shall remain in effect thereafter until the same shall be amended or altered in accordance with the provisions thereof.

ARTICLE III.

By-Laws

The By-Laws of the Surviving Corporation at the Effective Date shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV.

Directors and Officers

The Directors and officers of the Surviving Corporation at the Effective Date shall be the Directors and officers of the Surviving Corporation.

ARTICLE V.

Conversion of Shares in the Merger

The manner and basis of converting or exchanging the issued shares of stock of each of the Constituent Corporations into different shares of stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be converted or exchanged on the Effective Date, shall be as follows:

a. Each share of the Surviving Corporation Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding.

b. Each share of Ewing Maryland Common Stock issued and outstanding on the Effective Date held by the stockholder(s) of the Surviving Corporation shall be canceled for no consideration.

c. Each share of the Ewing Maryland Common Stock, if any, held in its treasury on the Effective Date shall be canceled for no consideration.

ARTICLE VI.
Effect of the Merger

At the Effective Date, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all of the rights, privileges, immunities, powers and franchises both of a public and private nature, and shall be subject to all of the restrictions, liabilities and duties of the Constituent Corporations. All the rights, privileges, immunities, powers and franchises of the Constituent Corporations and all property, real, personal and mixed, and all debts due to said Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of the creditors and all liens upon any property of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII.
Accounting Matters

The assets and liabilities of the Constituent Corporations at the Effective Date shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations. The stated capital of the Surviving Corporation at the Effective Date shall be equal to the sum of the stated capital of the Constituent Corporations immediately prior to the Effective Date.

ARTICLE VIII.
Approval of Merger

By their execution hereof, each Constituent Corporation certifies that this Agreement has been approved by the Board of Directors of each corporation, in the manner provided by the law where organized. This Agreement shall be submitted to the stockholder(s) of each of the Constituent Corporations for approval at a meeting called for such purpose. Promptly after such approval, Articles of Merger shall be signed, verified and delivered to the Maryland State Department of Assessments and Taxation and the Secretary of State of Florida for filing.

ARTICLE IX.
Tax Matters

Anything herein or elsewhere to the contrary notwithstanding, this Agreement has been adopted and approved pursuant to a plan of corporate reorganization and this proposed Merger is intended to qualify as a merger and reorganization under, respectively, Sections 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended to date.

ARTICLE X.
Termination and Abandonment

Such Merger may be terminated and abandoned at any time before the Effective Date of the Merger, whether before or after adoption or approval of this Agreement by the stockholders of the Constituent Corporations by the mutual consent of the Board of Directors of the Constituent Corporations.

FOURTH: The Board of Directors of Ewing Maryland, by unanimous written consent of all its members, pursuant to Section 2-408(c) of the Maryland Code, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in the Agreement was advised, authorized and approved and directing their submission to a special meeting of stockholders. The merger as provided in the Agreement was duly approved by the unanimous written consent of all stockholders of Ewing Maryland pursuant to Section 2-505 of the Maryland Code.

FIFTH: The Board of Directors of Ewing Florida, by unanimous written consent of all its members, pursuant to Section 607.0821 of the Florida Code, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in the Agreement was advised, authorized and approved and directing their submission to a special meeting of stockholders. The merger as

provided in the Agreement was duly approved by the unanimous written consent of all the stockholders of Ewing Florida pursuant to Section 607.0704 of the Florida Code.

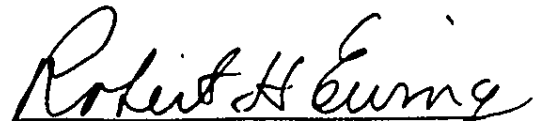
SIXTH: The merger provided by these Articles of Merger and the Agreement was duly authorized, advised and approved in the manner and by the vote required pursuant to the Charter and by-laws of each of the Constituent Corporations and by the laws of the place of their respective organization.

SEVENTH: The Articles of Incorporation of the Surviving Corporation are not amended hereby.

IN WITNESS WHEREOF, each of the Constituent Corporations have, by their respective Presidents and their respective Secretaries, executed these Articles of Merger as of the date first set forth above. Said Presidents hereby acknowledge in the name of and on behalf of their respective Constituent Corporations the foregoing Articles of Merger to be the corporate act and deed of said party and declare under the penalties of perjury that to the best of their knowledge, information and belief the facts stated herein are true and correct.

ATTEST:

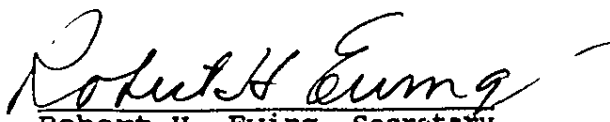
EWING ENTERPRISES, LTD., a
Maryland corporation


Robert H. Ewing, Secretary

By: 
Mary Elizabeth Ewing, President

ATTEST:

EWING ENTERPRISES, INC., a
Florida corporation


Robert H. Ewing, Secretary

By: 
Mary Elizabeth Ewing, President