

ARTICLES OF INCORPORATION
OF
NM INTERNATIONAL, INCORPORATED


This is to certify that the undersigned does hereby establish a stock corporation under and by virtue of the provisions of Chapter 9, Title 13.1, Code of Virginia, 1950, and acts amendatory thereof, and to that end, does, by these Articles of Incorporation, set forth the following:

1. The name of the Corporation is NM INTERNATIONAL, INCORPORATED.

2. The total number of shares which this Corporation is authorized to issue is 1,000 shares of Common Stock with One Dollar (\$1.00) Par Value for each share.

3. The address of the initial registered office of the Corporation shall be 510 King Street, Suite 200, Alexandria, Virginia 22314, in the City of Alexandria, Virginia, and the name of the initial registered agent for the Corporation shall be Joel L. Dahnke, a member of the Virginia State Bar and resident of Virginia, whose address is 510 King Street, Suite 200, Alexandria, Virginia 22314.

IN WITNESS WHEREOF, I set my signature as of the 20th day of October, 1986.

 (SEAL)
Joel L. Dahnke, Incorporator

BYLAWS
OF
NM INTERNATIONAL, INCORPORATED

ARTICLE I

Offices

Section 1. REGISTERED OFFICE: The address of the initial registered office of the Corporation is c/o Thomas & Fiske, P.C., 510 King Street, Suite 200, Alexandria, Virginia 22314, which is in the City of Alexandria, Virginia.

Section 2. PRINCIPAL OFFICE: The principal office shall be in Alexandria, Virginia, and until changed by resolution of the Board of Directors shall be at 211 North Union Street, Suite 200, Alexandria, Virginia 22314.

Section 3. OTHER OFFICES: The Corporation may also have offices at such other places, within or without the State of Virginia, as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

ARTICLE II

Stock

Section 1. CERTIFICATES OF STOCK: Certificates of stock shall be issued in numerical order from the stock certificate book. They shall be signed by the President and Secretary, and the corporate seal shall be affixed thereto and attested by the Secretary. A record of each certificate shall be kept on the stub thereof.

Section 2. TRANSFERS OF STOCK: Transfers of stock shall be made only upon the books of the Corporation, and before a new certificate shall be issued, the old certificate must be surrendered for cancellation, and marked cancelled, with the date of cancellation, by the Secretary. The Board of Directors may adopt rules governing the issuance of new certificates in cases where the old certificates shall have been lost, destroyed or mutilated, upon satisfactory evidence of the fact, and upon such restrictions as the Board of Directors may deem adequate in order to protect the Corporation or its officers from any liability upon such lost, destroyed or mutilated certificate. The stock books of the Corporation shall be closed for transfers ten days before general elections and five days before dividend days.

Section 3. TRANSFER AGENT: Unless some one officer of the Corporation shall be appointed by the Board of Directors for the purpose, the Secretary of the Corporation shall act as transfer agent with respect to any transfers of stock of this Corporation.

Section 4. RULES AND REGULATIONS: The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, conversion and registration of certificates for shares of the capital stock of the Corporation, not inconsistent with the laws of Virginia, the Articles of Incorporation, and these Bylaws.

ARTICLE III

Stockholders

Section 1. ANNUAL MEETING: The annual meeting of the common stockholders of this Corporation shall be held at the principal office of the Corporation in Alexandria, Virginia or at such place as such principal office may from time to time be established by action of the Board of Directors, at 1:00 o'clock p.m. on the second Monday in October in each year, beginning with then year 1987, if not a legal holiday, but if a legal holiday then on the day following, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. SPECIAL MEETINGS: Special meetings of the common stockholders may beheld at the principal office of the Corporation at any time, upon the call of the President, Chairman of the Board of Directors, or by the Board of Directors, and shall be called by the President at the written request of the holders of not less than twenty percent (20%) of all the outstanding shares of the Corporation entitled to vote on any issue proposed to be considered at the special meeting.

Section 3. NOTICE: Notice of meetings, written or printed, for every regular or special meeting of the common stockholders, shall be prepared and mailed to the last known post office address of each stockholder, not less than ten days nor more than sixty days before any such meeting, and if for a special meeting, such notice shall state the object or objects thereof. Notice of any meeting to act on an amendment to the Articles of Incorporation, a plan of merger or share exchange, a proposed sale of substantially all of the Corporation's assets not in the ordinary course of business, or the dissolution of the Corporation shall be given not less than twenty-five (25) nor

more than sixty (60) days before the meeting date. Any requirements for notice may be waived as to any stockholder by written consent of such stockholder to the waiver of such notice.

Section 4. QUORUM: A quorum at any meeting of the common shareholders shall consist of a majority of the shareholders, represented in person or by proxy. A majority of such quorum shall decide any question that may come before the meeting unless otherwise required by law.

Section 5. ORDER OF BUSINESS: The order of business at the annual meeting and, as far as possible, at all other meetings of the common shareholders, shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 6. VOTING: A shareholder entitled to vote at a meeting may vote at such meeting in person or by proxy. Except as otherwise provided by law or the Articles of Incorporation, every shareholder shall be entitled to one vote for each share standing in his name on the record of shareholders. Except as herein or in the Articles of Incorporation, otherwise provided, all corporate action shall be determined by a vote of a majority of the votes cast at a meeting of the shareholders by the holders of shares entitled to vote thereon.

Section 7. PROXIES: Every proxy must be dated and signed by the shareholder or by his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless otherwise provided therein. Every proxy shall be revocable at the pleasure of the shareholder executing it, except where an irrevocable proxy is permitted by statute.

Section 8. CONSENTS: Whenever by a provision of the statute or of the Articles of Incorporation or by these Bylaws the vote of shareholders is required or permitted to be taken at a meeting thereof in connection with any corporate action, the meeting and the vote of shareholders may be dispensed with, if all the shareholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

ARTICLE IV

Directors

Section 1. NUMBER AND QUALIFICATIONS: The entire Board of Directors shall consist of one to three persons as determined and set by the Board of Directors unless otherwise changed by an amendment to the Bylaws, adopted by the shareholders.

Section 2. MANNER OF ELECTION: The directors shall be elected at the annual meeting of shareholders by a plurality vote except as otherwise prescribed by statute.

Section 3. TERM OF OFFICE: The term of office of each director shall be until the next annual meeting of the shareholders and until his successor has been duly elected and has qualified.

Section 4. DUTIES AND POWERS: The Board of Directors shall have control and management of the affairs and business of the Corporation. The directors shall in all cases act as a Board, regularly convened, and in the transaction of business the act of a majority present at a meeting except as otherwise provided by law or the Articles of Incorporation shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, not inconsistent with law or these Bylaws.

Section 5. MEETINGS: The Board of Directors shall meet for the election or appointment of officers and for the transaction of any other business as soon as practicable after adjournment of the annual meeting of the shareholders, and other regular meetings of the Board shall be held at such times as the Board may from time to time determine. Special meetings of the Board of Directors may be called by the President at any time; and the President must, upon the written request of any two directors, call a special meeting to be held not more than five days after the receipt of such request. Any meeting of the board may be conducted through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 6. NOTICE OF MEETINGS: No notice need be given of any regular meeting of the Board. Notice of special meeting shall be served upon each director in person or by mail addressed to him at his last known post office address, at least two days prior to the date of such meeting, specifying the time and place of the meeting. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had

been duly called.

Section 7. PLACE OF MEETING: The Board of Directors may hold its meetings either within or without the State of Virginia, at such place as may be designated in the notice of any such meeting.

Section 8. QUORUM: At any meeting of the Board of Directors the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than five days later.

Section 9. COMPENSATION: Each director shall be entitled to receive for attendance at each meeting of the Board or of any duly constituted committee thereof which he attends such fee as is fixed by the Board.

Section 10. VACANCIES: Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled promptly by a majority vote of the remaining directors at a special meeting which shall be called for the purpose within five days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

Section 11. REMOVAL OF DIRECTORS: Any director may be removed either with or without cause, at any time, by a vote of the shareholders holding a majority of the shares then issued and outstanding and who were entitled to vote for the election of the director sought to be removed, at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by the statute, a director may be removed for cause by a vote of a majority of the entire Board.

Section 12. RESIGNATION: Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 13. CONSENTS: Whenever by a provision of statute or of the Articles of Incorporation or by these Bylaws the vote of the directors is required or permitted to be taken at a meeting thereof in connection with any corporate action, the meeting and the vote of the directors may be dispensed with, if all the directors shall consent in writing to such corporate action being taken.

Section 14. EXECUTIVE COMMITTEE: An Executive Committee may be appointed by the Board of Directors, by a resolution passed by a majority of the whole Board, designating two or more

of the directors to constitute such Executive Committee, who, to the extent provided in such resolution, shall have and exercise the power of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the company to be affixed to all papers which may require it.

ARTICLE V

Officers

Section 1. GENERAL: The officers of the Corporation shall be a President and a Secretary and such other officers as the Board of Directors may determine, who shall be elected for one year and shall hold office until their successors are elected. The President may appoint a Vice President and Treasurer with duties as set forth hereinbelow. Any two offices may be held by the same person.

Section 2. PRESIDENT: The President shall preside at all meetings, shall have general supervision of the affairs of the Corporation, shall sign all certificates of stock, and may sign or countersign contracts or other instruments of the Corporation, but nothing herein contained shall be deemed to prohibit the Board of Directors from delegating the power and authority to sign contracts for the Corporation, from time to time, as it shall deem expedient, to any agent or employee of the Corporation. He shall make reports to the directors and stockholders and perform all such other duties as may be required of him by the Board of Directors.

Section 3. VICE PRESIDENT: The Vice President, if any, shall exercise the functions of the President during the absence or disability of the president, and shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

Section 4. SECRETARY: The Secretary shall keep the minutes of the shareholders' and of the directors' meeting in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the directors.

Section 5. TREASURER: The Treasurer, if any, shall have general charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the directors. If required by the directors, the Secretary shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine.

Section 6. OTHER OFFICERS: Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 7. VACANCIES: All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose, provided, however, that the President may fill a vacancy in the office of Vice President or Treasurer if the same shall have been appointed by the President.

ARTICLE VI

Miscellaneous

Section 1. SEAL: The seal of this Corporation shall be as indicated in the impression on the margin of this page, and shall be retained in the custody of the Secretary, who shall affix the same to such papers and documents as is usual and proper in the conduct of corporate business, and attest the same.

Section 2. CHECK DRAFTS: The Board of Directors shall determine from time to time who shall be authorized on behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 3. NOTE BONDS: All notes, bonds or other instruments evidencing obligations of the Corporation shall be signed by the President, or by the Vice President in the absence of the President.

Section 4. FISCAL YEAR: The Corporation's fiscal year shall end on December 31.

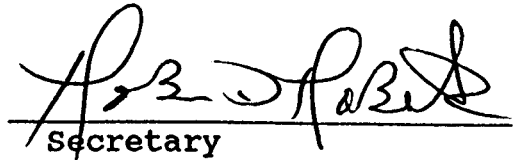
ARTICLE VII

Amendments of Bylaws

Section 1. CHANGES TO BYLAWS: Alterations, amendments or repeals of the Bylaws may be made by a majority of the common shareholders entitled to vote at any meeting, if the notice of such meeting contains a statement of the proposal to alter, amend or repeal; or by the Board of Directors by a majority vote of the whole Board of Directors at any regular or special meeting provided notice of such proposal to alter, amend or repeal has been given to each director in writing at least ten (10) days prior to said meeting.

The foregoing Bylaws were adopted by unanimous consent in writing in lieu of the organizational meeting of the initial directors.

Dated as of: November 21, 1986


Secretary