

ARTICLES OF INCORPORATION

OF

SWIDLER, BERLIN & STRELOW, CHARTERED

TO: The Recorder of Deeds, D.
Washington, D.C.

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION
88 JAN -7 P 4:40
INTERNAL SECURITY
SECTION
REGISTRATION UNIT

The undersigned subscribers to these Articles of Incorporation, all being natural persons of at least twenty-one (21) years of age, and attorneys-at-law, duly licensed to render professional legal services under the laws of the District of Columbia, acting as incorporators of a corporation under Title 29, Chapter 9 of the Code of Laws of the District of Columbia, and the District of Columbia Professional Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SWIDLER, BERLIN & STRELOW, CHARTERED.

SECOND: The period of its duration is perpetual.

THIRD: The general purposes for which the corporation is organized are:

To engage in the business of rendering the same professional services to the public that an attorney-at-law, duly licensed under the laws of the District of Columbia, is authorized to render, but such professional

services shall be rendered only through shareholders, directors, officers, employees, or agents who are duly authorized to render such professional services under the laws of the District of Columbia.

To invest funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property.

To enter into partnership and other agreements with individuals, partnerships, or professional corporations rendering legal services within or without the District of Columbia, to the same extent that an individual licensed to render legal services may enter into such partnership or other agreements pursuant to law, rules, regulations, or standards of professional conduct of the practice of law.

To do all and everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof; and to carry on any such lawful pursuit either alone or in association with other corporations, firms or individuals.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares of one class of common stock having no par value. None of the shares of stock of the corporation may be issued to anyone other than an individual duly licensed to practice law in the District of Columbia.

FIFTH: The preferences, qualifications, limitations, restrictions, and special or relative rights in respect to the shares of each class of stock of the corporation are: None.

SIXTH: The corporation will not commence business until cash and/or property having a value of at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares of stock of the corporation.

SEVENTH: The preemptive right of the shareholders to acquire additional shares of stock of the corporation is: None.

EIGHTH: The provisions for the regulation of the internal affairs of the corporation are:

1. VOTING TRUSTS. No stockholder of the corporation shall enter into a voting trust or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of stock of the corporation.

2. CONTRACTS. No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any director of the corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation

is interested; and no contract or other transaction of the corporation with any person, firm, or other corporation, shall be affected by the fact that any director of the corporation is a party in any way connected with such person, firm or other corporation, and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or other corporation in which he may be in any way interested.

3. AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

NINTH: The address, including street name and number, of the initial registered office of the corporation is 815 Connecticut Avenue, N.W., Washington, D.C. 20006, and the name of the initial registered agent at such address is

John S. Hoff, Esquire. Said registered agent is a citizen of the District of Columbia and actually resides therein. The address, including street name and number, where the corporation conducts its principal business is 815 Connecticut Avenue, N.W., Washington, D.C. 20006.

TENTH: The number of directors constituting the initial Board of Directors of the corporation is five (5). The number of directors may be increased or decreased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but shall never be less than three (3). All directors of the corporation shall be attorneys-at-law, duly licensed to render services as such under the laws of the District of Columbia. The name and address, including street name and number, of the persons who are such attorneys-at law and who are to serve as the Directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

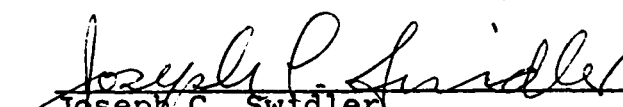
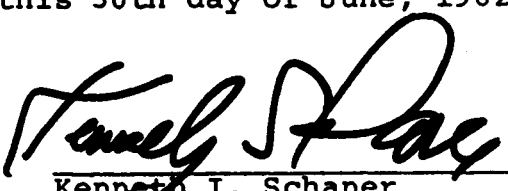
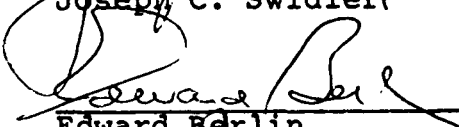
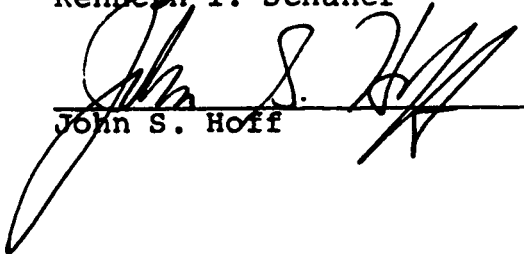
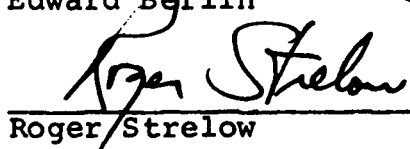
<u>Name</u>	<u>Address</u>
Joseph C. Swidler	815 Connecticut Avenue, N.W. Washington, D.C. 20006
Edward Berlin	815 Connecticut Avenue, N.W. Washington, D.C. 20006
Roger Strelow	815 Connecticut Avenue, N.W. Washington, D.C. 20006
Kenneth I. Schaner	815 Connecticut Avenue, N.W. Washington, D.C. 20006
John S. Hoff	815 Connecticut Avenue, N.W. Washington, D.C. 20006

ELEVENTH: The name and address, including street name and number, of the original shareholders, who are subscribers of these Articles of Incorporation, and who are attorneys-at-law, duly licensed to render services as such under the laws of the District of Columbia, and the number of shares of stock they agree to take, and the minimum value of the consideration therefor are:

<u>Name</u>	<u>Number of Shares</u>	<u>Consideration</u>
Joseph C. Swidler	1	\$1,000
Edward Berlin	1	1,000
Roger Strelow	1	1,000
Kenneth I. Schaner	1	1,000
John S. Hoff	1	1,000

TWELFTH: The corporation is a professional corporation as defined by the District of Columbia Professional Corporation Act, as amended, and as the same may be amended from time to time, and is governed by those provisions applicable thereto.

IN WITNESS WHEREOF, we, the subscribers, have executed these Articles of Incorporation this 30th day of June, 1982.

 _____ Joseph C. Swidler	 _____ Kenneth I. Schaner
 _____ Edward Berlin	 _____ John S. Hoff
 _____ Roger Strelow	

Subscribed and sworn to before me this 30th day of June, 1982.



 Notary Public

My Commission expires Jan. 31, 1985

BY - LAWS
OF
SWIDLER & BERLIN, CHARTERED
(Amended as of October 31, 1986)

ARTICLE I
OFFICES

Section 1. The registered office shall be located in the District of Columbia.

Section 2. The Corporation may also have offices at such other places both within and without the District of Columbia as the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
STOCKHOLDERS

The initial stockholders of the Corporation shall be Joseph C. Swidler, Edward Berlin, Roger Strelow, John S. Hoff, Kenneth I. Schaner, Thomas M. Lemberg, Leonard A. Miller, Andrew D. Weissman, and Steven J. Agresta. Additional persons shall be given the opportunity to purchase shares in the Corporation by the unanimous vote of the stockholders on such terms as shall be determined by the stockholders. All stockholders shall be employees of the Corporation who are licensed attorneys.

ARTICLE III

ANNUAL MEETINGS OF STOCKHOLDERS

Section 1. All meetings of stockholders for the election of directors shall be held at such place as may be fixed from time to time by the board of directors.

Section 2. Annual meetings of stockholders, commencing with the year 1982, shall be held in the month prior to the close of the fiscal year, at which they shall elect by a plurality vote a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written or printed notice of the annual meeting stating the place, day and hour of the meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting to each stockholder of record entitled to vote at such meeting.

The notice shall also set forth the purpose or purposes for which the meeting is called.

ARTICLE IV

SPECIAL MEETINGS OF STOCKHOLDERS

Section 1. Special meetings of stockholders for any purpose may be held at such time and place within or without the District of Columbia as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the president, the board of directors, or the holders of not less than one-fifth of all the shares of stock entitled to vote at the meeting.

Section 3. Written or printed notice of a special meeting stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting.

Section 4. The business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

ARTICLE V

QUORUM AND VOTING OF STOCK

Section 1. The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person and not by proxy shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the articles of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders

present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the stockholders unless the vote of a greater number of shares of stock is required by law or the articles of incorporation.

Section 3. The affirmative vote of all of the stockholders shall be necessary to elect a new director and the vote of two-thirds of the stockholders shall be required to remove a director. Any director so removed shall be required to tender his shares to the Corporation for a price equal to the balance of his capital account.

Section 4. Each outstanding share of stock, having voting power, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders.

Section 5. Any action required to be taken at a meeting of the stockholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof.

ARTICLE VI

DIRECTORS

Section 1. The directors of the Corporation shall hereinafter be referred to as members. The number of members shall be equal to the number of shareholders and each shareholder of the Corporation shall be a member of the Board of Directors. Directors need not be residents of the District of Columbia. New members shall be elected at annual or special meetings of the stockholders, and each member elected shall serve thereafter as a member until removed by the stockholders in accordance with these by-laws. From time to time the corporation may employ certain individuals in a contract position. While such individuals pursuant to their employment agreement may be referred to as members, for all external business purposes, they will not be allowed to acquire shares in the Corporation, and, accordingly, will not have the rights and duties of a director of the Corporation.

Section 2. The business affairs of the Corporation shall be managed by its board of directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 3. The members may keep the books of the Corporation at such place or places as they may from time to time determine, except as are required by law to be kept within the District of Columbia.

Section 4. The board of directors, by the affirmative vote of a majority of the members then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all members for services to the Corporation as directors, officers or otherwise.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the board of directors, regular or special, may be held either within or without the District of Columbia.

Section 2. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the members.

Section 3. Regular meetings of the board of directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the board.

Section 4. Special meetings of the board of directors may be called by the president on notice to each member, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner on the written request of two directors.

Section 5. Attendance of member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. A majority of the members shall constitute a quorum for the transaction of business unless a greater number is required by law or by the articles of incorporation. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute or by the articles of incorporation. If a quorum shall not be present at any meeting of members, the members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1. The board of directors shall designate six members to constitute an executive committee, which committee, shall make recommendations to the board of directors on the policies to be implemented by the Corporation and shall carry out such other responsibilities as are delegated to it by the Board of Directors. From time to time, the board of directors may also appoint a member or members to serve on the Executive Committee in an ex officio-nonvoting capacity. Each of the members of the Executive Committee shall concurrently be elected to fill one of the offices provided for in Article IX of these by-laws and the terms for such office shall be concurrent with the terms served on the Executive Committee. One of the members of the Executive Committee shall be designated by the board of directors as the Managing Member of the Corporation and such member shall manage the day-to-day affairs of the Corporation, subject to the direction of the Executive Committee and the board of directors. Each member of the Executive Committee (other than Mr. Berlin as President and Mr. Schaner as Treasurer and Managing Member) shall

serve for one two year term ("full term") and shall not be allowed to serve any additional term on the Executive Committee for the one year period after expiration of a full term; except that, Mr. Legato and any person whose term on the Executive Committee was less than a full term, shall be allowed to seek one additional two year full term without such interruption. As of the effective date of these amendments, the terms of Mr. Berlin as President and Mr. Schaner as Treasurer and Managing Member shall expire on October 31, 1989. As of the effective date of these amendments (October 31, 1986), the terms of Messrs. Legato, Ferguson and Swidler (ex-officio) are scheduled to expire on October 31, 1987 and the terms of Messrs. Weissman and Miller are scheduled to expire on October 31, 1988. Vacancies in the membership of the Committee shall be filled by the board of directors at a regular or special meeting. The term of any such replacement member shall be the same as the remaining term of the member the replacement member shall be replacing.

ARTICLE IX

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any member or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, in person or by mail, addressed to such member or stockholder, at his address as it appears on the records of

the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be given in person or deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice whatever is required to be given under the provisions of the statutes or the articles of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

OFFICERS

Section 1. The officers of the Corporation shall be chosen by the board of directors and shall be a president, three vice-presidents, a secretary and a treasurer. The board of directors may also choose one or more assistant secretaries and assistant treasurers.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a president, vice-presidents, a secretary and a treasurer, each of whom shall be a member of the board of directors.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

Section 4. The salaries of all officers, agents and employees of the Corporation shall be fixed by the board of directors.

Section 5. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the Corporation shall be filled by the board of directors.

THE PRESIDENT

Section 6. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the stockholders and the board of directors. The President shall also be the Chairman of the Executive Committee.

Section 7. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some officer or agent of the Corporation.

THE VICE-PRESIDENTS

Section 9. There shall be three vice-presidents of the Corporation. In the absence or disability of the president, the board of directors shall designate one to perform the duties and exercise the powers of the president and they shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. Each vice-president of the Corporation shall be a member of the Executive Committee.

THE SECRETARY

Section 10. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the Corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the Corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to

affix the seal of the Corporation and to attest the affixing by his signature. The secretary of the Corporation shall be a member of the Executive Committee.

Section 11. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. The assistant secretary shall not be required to be a member of the board of directors.

THE TREASURER

Section 12. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as

treasurer and of the financial condition of the corporation. The treasurer of the Corporation shall be a member of the Executive Committee.

ARTICLE XI

CERTIFICATES FOR SHARES

Section 1. The shares of the corporation shall be represented by certificates signed by the president or a vice-president and the secretary or an assistant secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof. In addition to the above officers, the treasurer may sign in lieu of the secretary or an assistant secretary.

Section 2. Shares of the corporation may be transferred only to the Corporation. Each certificate shall contain the following legend:

"These Shares may be transferred only to the Corporation."

LOST CERTIFICATES

Section 3. The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems

adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

REDEMPTION

Section 4. Upon termination of employment with the Corporation, a shareholder shall transfer his or her shares to the Corporation and the Corporation shall redeem such shares for their book value. For these purposes, book value shall not include cash and accounts receivable, goodwill and all other assets not appropriately included in book value by an entity maintaining its book and records on a cash basis.

ARTICLE XII

CAPITAL CREDIT TO MEMBER

WHO HAD CARRY-OVER BALANCES AS PARTNERS IN THE PREDECESSOR FIRM

Section 1. Six of the stockholders of the corporation (Joseph C. Swidler, Edward Berlin, John S. Hoff, Kenneth I. Schaner, Thomas M. Lemberg and Lester S. Hyman) had carry-over balances as partners in Leva, Hawes, Symington, Martin and Oppenheimer (Leva, Hawes) and they will be credited with a total of \$750,000 in a special corporation capital account. This amount reflects the short-fall between those members' carry-over balances at Leva, Hawes and the amounts received from their settlement with Leva, Hawes.

Section 2. The \$750,000 shall be divided among the seven members as follows: JCS (\$136,500), EB (\$204,750), RS (\$138,000), KIS (\$86,250), LSH (\$47,250), JSH (\$71,200), TML (\$66,000). The amount shall be referred to herein as that person's "Leva, Hawes balance."

Section 3. Each shareholders' special capital balance shall be paid to him (or his estate) less any amount then owing to the corporation for capital or otherwise as compensation over five years in equal annual payments unless the Corporation and the shareholder entitled to such payments shall agree in writing to a modified payment schedule, beginning upon the earliest of the following events:

- a. His death, disability or retirement from the full-time practice of law in Washington, D.C. or within a fifty (50) mile radius of Washington, D.C.;
- b. The Corporation's fiscal year during which he reaches the age of 50 and remains employed by the Corporation; provided that no such payment shall be made until he shall have been an employee of the Corporation for five full years and shall continue as an employee during the payment period or shall qualify under one of the other subparagraphs of this Section 3;

- c. His resignation as an employee of the Corporation or as of counsel to the Corporation to enter government service providing that such resignation does not occur before July 1, 1987;
- d. His resignation as an employee of the Corporation, under any other circumstances, if the Board of Directors determines that it is appropriate to make such payments.

provided that, the time for commencing such payment shall be postponed (and the full year period extended for a like time period) until all bonus payments to such person pursuant to his employment agreement have been made.

Section 4. A shareholders special capital balance will not be paid to him, and will be extinguished, if he leaves the Corporation to practice law in Washington, D.C. or within a fifty (50) mile radius of Washington, D.C. (for these purposes, government service shall not be considered as the practice of law). Should a member resume the practice of law in the Washington, D.C. area other than with the Corporation at any time during the payment period, no further payments of his special capital balance will be paid, and that remaining balance will be extinguished.

ARTICLE XIII

GENERAL PROVISIONS

DIVIDENDS

Section 1. Subject to the provisions of the articles of incorporation relating thereto, if any, dividends may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to any provisions of the articles of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

Section 4. The fiscal year of the Corporation shall commence on November 1 of each year.

SEAL

Section 5. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, District of Columbia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE XIV

AMENDMENTS

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of the board of directors at any regular or special meeting of the board, provided that any amendment to Article XIII shall require a unanimous vote, and further provided that with respect to any matter hereunder that requires greater than a simple majority vote, amendment to the provision encompassing such matter shall require the identical vote as the approval of such matter.