

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of INCORPORATION is hereby issued to INTERNATIONAL ADVISORS INC.

as of JANUARY 5TH , 1989 .

RECEIVED  
DEPT. OF JUSTICE  
CORPORATIONS DIVISION  
JAN 11 11 44 AM '89

Donald G. Murray  
Director

Henry C. Lee, III  
Administrator  
Business Regulation Administration

*Vandy L. Jamison, Jr.*

Assistant Vandy L. Jamison, Jr.  
Superintendent of Corporations  
Corporations Division

Marion Barry, Jr.  
Mayor

FILED

JAN - 5 1989

BY: \_\_\_\_\_

V LJ

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL ADVISORS INC.

We, the undersigned natural persons over the age of eighteen years, acting as incorporators of a corporation, adopt these Articles of Incorporation for such corporation pursuant to the District of Columbia Business Corporation Act.

FIRST: The name of the corporation (hereafter "Corporation") is INTERNATIONAL ADVISORS INC.

SECOND: The period of duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of providing consulting services, and to carry out any other lawful purpose;

(2) To acquire, own, use, convey, and otherwise dispose of and deal in real estate or any interest therein; and

(3) To conduct any other business permitted by the District of Columbia Business Corporation Act, as amended from time to time.

FOURTH: The Corporation is authorized to issue ten thousand (10,000) shares of a single class of common stock with a par value of \$1.00 per share. The minimum amount of capital with which the Corporation shall commence business shall be not less than \$1,000 and no business shall be conducted until this requirement is met.

FIFTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

SIXTH: The following provisions are hereby adopted for the purpose of specifying certain powers of the Corporation and of its directors:

(1) The Board of Directors of the Corporation is empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation is empowered to classify or reclassify any unissued shares by fixing or altering, 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.

(3) The Board of Directors of the Corporation is empowered to divide into and issue in series the shares of any preferred or

special class of the Corporation's stock and to fix and determine the relative rights and preferences of the shares of any series so established.

The foregoing provisions in this Sixth Article shall not be construed to limit any powers that the Board of Directors may exercise under the D.C. BCA or the General Laws of the District of Columbia.

SEVENTH: The address of the Corporation's initial registered office shall be 1800 M Street, N.W., Suite 750 South, Washington, D.C. 20036 and the name of its initial registered agent at such address is Douglas J. Feith.


EIGHTH: The initial Board of Directors of the Corporation shall comprise three directors. The names and addresses of the initial directors, who shall serve until their successors are elected and qualified, are:

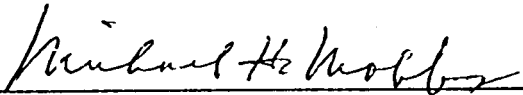
Douglas J. Feith  
1800 M Street, N.W.  
Suite 750 South  
Washington, D.C. 20036

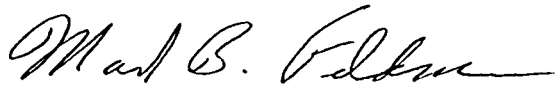
Michael H. Mobbs  
1800 M Street, N.W.  
Suite 750 South  
Washington, D.C. 20036

Mark B. Feldman  
1800 M Street, N.W.  
Suite 750 South  
Washington, D.C. 20036

NINTH: The names, addresses, and signatures of the incorporators are as follows:

  
\_\_\_\_\_  
Douglas J. Feith  
1800 M Street, N.W., Suite 750 South  
Washington, D.C. 20036

  
\_\_\_\_\_  
Michael H. Mobbs  
1800 M Street, N.W., Suite 750 South  
Washington, D.C. 20036

  
\_\_\_\_\_  
Mark B. Feldman  
1800 M Street, N.W., Suite 750 South  
Washington, D.C. 20036

DISTRICT OF COLUMBIA ) ss:

I, Jeanne M. Brewer, a Notary Public in and for the District of Columbia aforesaid, hereby certify that on the 5<sup>th</sup> day of January, 1989, personally appeared before me Douglas J. Feith, Michael H. Mobbs, and Mark B. Feldman, who signed the foregoing document as incorporators, and acknowledged that the statements therein contained are true.

  
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Notary Public

My commission expires: My Commission Expires September 30, 1991