

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 AUTHORITY is hereby issued to STRATEGIC POLICY, INC.

as of MAY 18TH, 1989 .

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

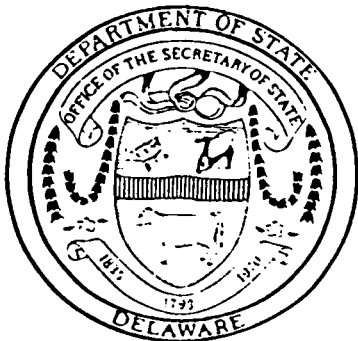
Marion Barry, Jr.
Mayor



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF WT CONSULTANTS, INC. FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 1989, AT 9 O'CLOCK A.M.

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890110037

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12056941

DATE: 02/07/1989

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

WT CONSULTANTS, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

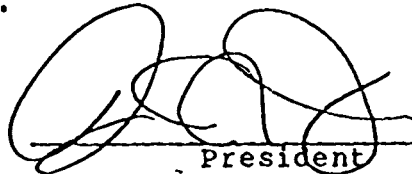
FIRST: The name of this corporation shall be:

STRATEGIC PLANNING, INC.

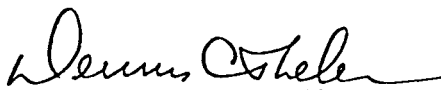
SECOND: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

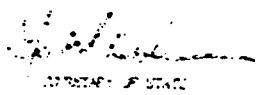
IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by, Bernard J. Wunder, Jr. its President, and attested by, Dennis C. Thelen its Secretary, the ninth day of January A.D. 1989.



President

Attested by: 

Secretary

FILED *gjm*
JAN 11 1989

SECRETARY OF STATE

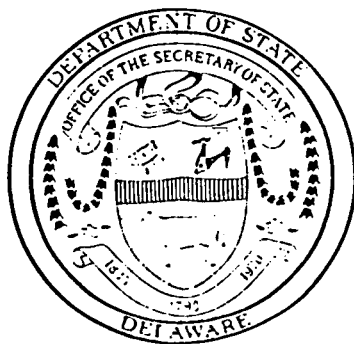


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on February 11, 1988



Michael Harkins
Michael Harkins, Secretary of State

BY: *M. Magnusson*

February 8, 1989

DATE: _____

718592008

FILED

FEB 11 1988

Handwritten signature
REGISTERED BY STATE

CERTIFICATE OF INCORPORATION
OF
WT CONSULTANTS, INC.

FIRST. The name of this corporation shall be:

WT CONSULTANTS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle 19805, and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

Three Thousand (3,000) shares with a par value of One Dollar (\$1.00) each, amounting to Three Thousand Dollars (\$3,000.00).


FIFTH. The name and address of the incorporator is as follows:

Jacqueline N. Casper
Corporation Service Company
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct of a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this eleventh day of February A.D., 1948.


Jacqueline N. Casper
Incorporator

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
 BUSINESS REGULATION ADMINISTRATION
 CORPORATIONS DIVISION
 614 H Street, N.W., Washington, D.C. 20001

EXECUTE IN DUPLICATE

APPLICATION FOR
 CERTIFICATE OF AUTHORITY

Attach recent certified copy of articles and all amendments

Pursuant to the provisions of the Code of Laws for the District of Columbia and the Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the District of Columbia, and for that purpose submits the following statement:

<p>1. Name of Corporation Strategic Policy, Inc:</p> <hr/> <p>2. Name elected to use in the District Strategic Policy, Inc.</p> <hr/> <p>(Add "corporation," "incorporated," "company," or an abbreviation thereof, if same does not appear in corporate name. (Otherwise, answer same as 1.)</p> <p>3a. Incorporated under the laws of the State of: Delaware</p> <p>b. Date of Incorporation: February 11, 1988</p> <p>c. Term of Existence: Perpetual</p> <hr/> <p>4. Date commenced or will commence transacting business in the District January 11, 1989</p>	<p>5. Address, including street and number, of its principal office in the state or country where organized 1013 Centre Road Wilmington, DE 19805</p> <hr/> <p>6. Address, including street and number, of its proposed registered office and name of its registered agent in the District C.T. Corporation 1025 Vermont Ave., NW, Suite 400 Washington, DC 20005</p> <hr/> <p>7. A brief statement of the business it proposes to transact in the District Lobbying Congress and Administrative and Executive Government Agencies</p>
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8. Names and respective addresses, including street and number, of its officers and directors

NAME	OFFICE	ADDRESS
Bernard J. Wunder	Director	1615 J. Street NW, Washington, DC 20036
Dennis C. Thelen	Director	" " " "
Lawrence P. Higgins	Director	" " " "
Bernard J. Wunder	President	" " " "
Dennis C. Thelen	Vice Pres.	" " " "
Dennis C. Thelen	Secretary	" " " "
Lawrence P. Higgins	Treasurer	" " " "

CORPORATE SEAL

CORPORATE NAME

Dennis C. Thelen

(Secretary or Assistant Secretary)

FILED
 MAY 18 1989

BY: *[Signature]*

GOVERNMENT OF THE DISTRICT OF COLUMBIA
 MARION S. BARRY, JR., Mayor
 APRIL, 1981

(Signature of President or Vice President)

FILE IN DUPLICATE ORIGINALS

Filing Fee \$20.00

Indexing Fee 2.00

Total \$22.00

Check Payable to "D.C. Treasurer"