

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



THIS IS TO CERTIFY that the pages attached hereto constitute a full, true and complete copy of:

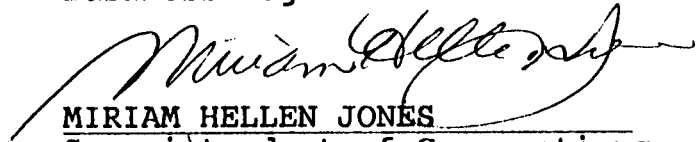
CERTIFICATE AND ARTICLES OF INCORPORATION OF BARRON-BIRRELL,
INC. AS RECEIVED AND FILED FEBRUARY 25, 1992

as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 9TH day of MARCH, 1992 .

Aubrey H. Edwards
Director

James E. Kerr
Administrator
Business Regulation Administration


MIRIAM HELLEN JONES
Superintendent of Corporations
Corporations Division

Government of the District of Columbia
Sharon Pratt Kelly, Mayor

920660

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



CERTIFICATE

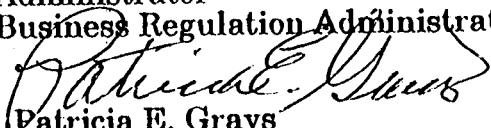
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of **INCORPORATION** is hereby issued to

BARRON-BIRRELL, INC.

as of **FEBRUARY 25TH, 1992 .**

Aubrey H. Edwards
Director

James E. Kerr
Administrator
Business Regulation Administration


Patricia E. Grays
Assistant Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

ARTICLES OF INCORPORATION

OF

BARRON-BIRRELL, INC.

The undersigned, being natural persons of the age of eighteen years or more and acting as incorporators, do hereby form a corporation pursuant to the provisions of the District of Columbia Business Corporation Act, and to that end set forth the following:

ARTICLE I

The name of the Corporation is Barron-Birrell, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

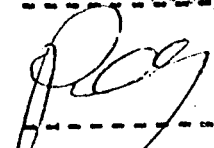
The purpose for which the Corporation is organized is to engage in public relations and government relations consulting services and any other lawful act or activity for which corporations may be incorporated under the District of Columbia Business Corporation Act.

ARTICLE IV

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 1000 shares of Common Stock with par value of ten cents (\$0.10).

ARTICLE V

The minimum amount of capital with which the Corporation shall commence business shall be not less than one thousand dollars (\$1000.00).

FILED FEB 25 1992
BY 

ARTICLE VI

The shareholders of the Corporation shall not have any preemptive rights.

ARTICLE VII

Voting Requirement. Unless a provision of the District of Columbia Business Corporation Act requires the vote or concurrence of more than a simple majority of the shares of the Corporation entitled to vote to take an action, the vote or concurrence of a simple majority of the shares of the Corporation entitled to vote shall be sufficient to take such action.

Quorum Requirement. The holders of at least a majority of the shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders of the Corporation.

ARTICLE VIII

The following provisions are inserted herein for the purpose of defining, limiting, and regulating the powers of the Corporation, and its directors and shareholders, provided, however, that said provisions shall not be deemed exclusive of any rights or liabilities otherwise granted or imposed by the laws of the District of Columbia:

a) The Corporation shall, to the fullest extent permitted by Section 29-304 (16) of the District of Columbia Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said sections from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

b) In conformity with the provisions of Section 29-305 of the District of Columbia Business Corporation Act, as the same may be amended and supplemented, and without necessity for action by its shareholders, the Corporation may purchase, directly or indirectly, its own shares to the extent of

unrestricted earned surplus available therefor or unrestricted capital surplus available therefor.

c) The Corporation shall have the power to purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify him against the same liability.

ARTICLE IX

The post-office address of the initial registered office of the Corporation in the District of Columbia is ~~Anderson, Hibey & Blair~~, 1708 New Hampshire Ave., N.W., Washington, D.C. 20009, and the name of the Corporation's initial registered agent at that address is Thomas P. Steindler, Esq. (U)

ARTICLE X

The number of directors constituting the initial board of directors of the Corporation is three (3), and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

David H. Barron
2202 Columbia Road
Apartment 109
Washington, D.C. 20009

Jeffrey C. Birrell
7619 Lisle Avenue
Falls Church, Virginia 22043

Steven Munro Elkman
Kidder Peabody & Co., Inc.
460 Park Avenue
New York, New York 10022

(e) CHAIRMAN OF THE MEETING. Meetings of the Board of Directors shall be presided over by the Chairman, or, in his absence, by any other director chosen by the Board.

5. REMOVAL OF DIRECTORS. The entire Board of Directors or any individual director may be removed from office with or without cause by the shareholders. In case the entire Board or any one or more directors be so removed, new directors may be elected at the same meetings.

6. RESIGNATIONS. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon receipt thereof; and unless otherwise specified therein, acceptance of such resignations shall not be necessary to make it effective.

7. COMPENSATION. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

8. PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors in which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

9. EXECUTIVE COMMITTEE. The Board of Directors may, by resolution adopted by a majority of the full Board, designate two or more directors to constitute an Executive Committee, which, to the extent provided in the resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation.

10. INFORMAL ACTION. Any action required or permitted to be taken at a meeting of directors or of the Executive Committee, if any, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed

by all of the directors or all of the members of the Executive Committee, if any, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting. Such writing, which may be in counterparts, shall be manually executed if practicable, provided, however, that if circumstances so require, effect shall be given to written consent transmitted by telegraph, telex, telecopy, or similar means of visual transmission.

11. TELEPHONE MEETINGS. Any or all directors may participate in or hold a meeting of the Board of Directors or of a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE III

OFFICERS

1. NUMBER. The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the directors. The Corporation may have such other officers and assistant officers and agents as may be deemed necessary, each or any of whom may be elected or appointed by the directors or may be chosen in such manner as the directors shall determine. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. ELECTION AND TERM. The officers of the Corporation shall be elected annually by the Board of Directors at its regular meeting held immediately after the annual meeting of the stockholders or as soon thereafter as may be convenient. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of shareholders and until his successor shall have been elected and qualified, or until he shall resign or shall have been removed in the manner hereinafter provided.

3. POWERS. The officers and agents of the Corporation shall have the authority to and shall perform the duties in the management of the Corporation as determined by the resolution electing or appointing them, as the case may be.

4. REMOVAL. The Board of Directors may remove any officer or agent whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall be

without prejudice to the contract rights, if any, of the person so removed.

5. PRESIDENT. The President shall be the principal executive officer of the Corporation and, subject to control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall be a director. He shall, when present, preside at all meetings of the stockholders and of the Board of Directors. He shall perform all duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Directors.

6. VICE PRESIDENT. The Vice President shall perform such duties as the President or the Board of Directors shall require. The Vice President shall, during the absence or incapacity of the President, assume and perform his duties.

7. SECRETARY. The Secretary shall: (a) prepare and maintain the minutes of the stockholders and the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents as may be necessary or appropriate; (d) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; (e) have general charge of the stock transfer books of the Corporation; and (f) in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be designated to him by the President or the Board of Directors.

8. TREASURER. The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (b) in general, perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors.

9. SALARIES. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary because he is also a director of the Corporation.

ARTICLE XI

The names and mailing addresses of the incorporators of the Corporation are:

David H. Barron
2202 Columbia Road
Apartment 109
Washington, D.C. 20009

Jeffrey C. Birrell
7619 Lisle Avenue
Falls Church, Virginia 22043

Thomas P. Steindler, Esq.
1708 New Hampshire Ave., N.W.
Washington, D.C. 20009.

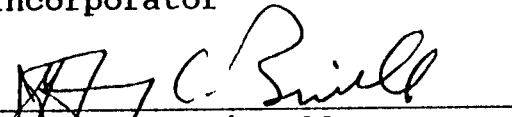
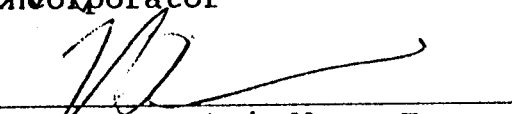
ARTICLE XII

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the District of Columbia at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, these Articles of Incorporation are executed by the incorporators on this 21st day of February, 1992.



David H. Barron
Incorporator


Jeffrey C. Birrell
Incorporator
Thomas P. Steindler, Esq.
Incorporator

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BYLAWS
OF
BARRON-BIRRELL, INC.

ARTICLE I
SHAREHOLDERS

1. SHARE CERTIFICATES. Certificates representing shares shall set forth thereon the statements prescribed by Section 29-320 of the District of Columbia Business Corporation Act and by any other applicable provision of law and shall be signed by the President or Vice President and the Secretary of the Corporation and sealed with the seal of the Corporation or a facsimile thereof. The signatures of the President or Vice President and the Secretary upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent other than the Corporation itself or an employee of the Corporation or by a transfer clerk and registered by a registrar. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue. No certificate shall be issued for any share until such share is fully paid.

2. FRACTIONAL SHARE INTERESTS OR SCRIP. The Corporation may, but shall not be obliged to, issue a certificate for a fractional share, and by action of its Board of Directors, may issue in lieu thereof scrip or other evidence of ownership, which shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip or other evidence of ownership aggregating a full share, but which shall not, unless otherwise provided, entitle the holder to exercise any voting right, or to receive dividends thereon or to participate in any of the assets of the Corporation in the event of liquidation. The Board of Directors may cause such scrip or evidence of ownership to be issued subject to the condition that it shall become void if not exchanged for certificates representing full shares before a specified date, or subject to the condition that the shares for which such scrip or evidence of ownership is exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of such scrip or evidence of ownership, or subject to any other conditions which the Board of Directors may deem advisable.

3. SHARE TRANSFERS. Upon compliance with any provisions restricting the transferability of shares that may be set forth in the Articles of Incorporation, these Bylaws, or any written agreement in respect thereof, transfers of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, or with a transfer agent or a registrar and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon. Except as may be otherwise provided by law, the person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation; provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary of the Corporation, shall be so expressed in the entry of transfer.

4. RECORD DATE FOR SHAREHOLDERS. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period not to exceed fifty days. If the stock transfer books are closed for the purpose of determining the shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding the meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

5. LOST, STOLEN, OR DESTROYED CERTIFICATES. The Corporation shall issue a new certificate in place of any certificate for shares previously issued if the registered owner of the certificate: (a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (b) requests the issuance of a new certificate before the Corporation has notice

that the certificate has been acquired by a purchaser for value in good faith and without notice of an adverse claim; (c) gives bond in such form and with surety or sureties, with fixed or open penalty, as the Corporation may direct, to indemnify the Corporation against any claim that may be made on account of the alleged loss, destruction or theft of the certificate; and (d) satisfies any other reasonable requirements imposed by the Corporation. When a certificate has been lost, apparently destroyed or wrongfully taken, and the holder of record fails to notify the Corporation within a reasonable time after he has notice of it, and the Corporation registers a transfer of the shares represented by the certificate before receiving such notification, the holder of record is precluded from making any claim against the Corporation for the transfer or for a new certificate.

6. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of shareholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" and "shareholder" or "shareholders" refers to an outstanding share or shares and to a holder or holders of record of outstanding shares when the Corporation is authorized to issue only one class of shares, and said reference is also intended to include any outstanding share or shares and any holder or holders of record of outstanding shares of any class upon which or upon whom the Articles of Incorporation confer such rights where there are two or more classes or series of shares or upon which or upon whom the District of Columbia Business Corporation Act confers such rights notwithstanding that the Articles of Incorporation may provide for more than one class or series of shares, one or more of which are limited or denied such rights thereunder.

7. SHAREHOLDER MEETINGS.

(a) TIME AND PLACE. The annual meeting of shareholders shall be held on such date each year and at such time and place as may be determined by the Board of Directors. A special meeting shall be held on the date fixed by the directors.

(b) CALL. Annual meetings may be called by the directors, by the President or the Secretary, or by any officer instructed by the directors or the President to call the meeting. Special meetings may be called in like manner or by the holders of at least one-fifth of the shares.

(c) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written or printed notice stating the place, day, and

hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than ten days (or not less than any such other minimum period of days as may be prescribed by the District of Columbia Business Corporation Act) 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 shareholder. The notice of any annual or special meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the District of Columbia Business Corporation Act. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the records of the Corporation with postage thereon prepaid. Whenever any notice is required to be given to any shareholder, a waiver thereof in writing signed by him, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

(d) CONDUCT OF MEETING. Meetings of the shareholders shall be presided over by the President or Vice President, or, if neither is in office and present and acting, by a chairman to be chosen by the shareholders. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but, if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

(e) PROXY REPRESENTATION. Every shareholder may authorize another person or persons to act for him by proxy in all matters in which a shareholder is entitled to participate, whether for the purposes of determining his presence at a meeting, or whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting, or otherwise. Every proxy shall be executed in writing by the shareholder, or by his duly authorized attorney-in-fact, and filed with the Secretary of the Corporation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

(f) QUORUM. The holders of a majority of the outstanding shares of stock shall constitute a quorum at a meeting of shareholders. If a meeting cannot be organized because a quorum has not attended, a majority of those present may adjourn the meeting until a quorum is present. At such adjourned meeting, any business may be transacted that may have been transacted at the meeting originally called.

(g) VOTING. In the election of directors, a plurality of the votes cast at a meeting at which a quorum is present shall elect. Except in the election of directors and except as the District of Columbia Business Corporation Act shall otherwise provide, the affirmative vote of the majority of the shares represented at a meeting at which a quorum is present shall be the act of the shareholders.

8. INFORMAL ACTION. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders and shall be filed with the Secretary of the Corporation.

ARTICLE II

BOARD OF DIRECTORS

1. FUNCTIONS GENERALLY. The business and the affairs of the Corporation shall be managed by its Board of Directors.

2. QUALIFICATIONS AND NUMBER. Each director shall be a natural person of full age. A director need not be a shareholder, a citizen of the United States, or a resident of the District of Columbia. The initial Board of Directors shall consist of three persons, which is the number of directors fixed in the Articles of Incorporation, and which shall be the fixed number of directors until changed. The number of directors may be increased or decreased by an amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three. The full Board of Directors shall consist of the number of directors fixed herein.

3. ELECTION AND TERM. The initial Board of Directors shall consist of the directors named in the Articles of Incorporation and shall hold office until the first annual meeting of shareholders and until their successors have been elected and qualified. Thereafter, directors who are elected at an annual meeting of shareholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next succeeding annual meeting of shareholders and until their successors shall have been elected and qualified. In the interim between annual

meetings of shareholders or of special meetings of shareholders called for the election of directors, any vacancies in the Board of Directors, including any unfilled vacancies resulting from the removal of directors by the shareholders, may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum exists. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

4. MEETINGS.

(a) TIME AND PLACE. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble. Meetings shall be held at such place within or without the District of Columbia as shall be fixed by resolution of a majority of the full Board of Directors.

(b) CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or of a majority of the directors in office.

(c) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) QUORUM AND ACTION. A majority of the full Board of Directors shall constitute a quorum. Except as herein otherwise provided, and except as may be otherwise provided by the District of Columbia Business Corporation Act, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a majority of directors is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

ARTICLE IV

MISCELLANEOUS

1. **REGISTERED OFFICE AND AGENT.** The address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation are set forth in the Articles of Incorporation.

2. **SHAREHOLDERS RECORD.** The Corporation shall keep at its registered office or at its principal place of business, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held.

3. **CORPORATE SEAL.** The corporate seal shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine or the law requires.

4. **FISCAL YEAR.** The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE V

AMENDMENTS TO BYLAWS

The power to alter, amend, and repeal the Bylaws and to adopt new Bylaws shall be vested in the Board of Directors. New Bylaws made by the Board of Directors may be repealed or changed and new Bylaws made by the stockholders, and the stockholders may prescribe that any new Bylaw made by them shall not be altered, amended or repealed by the directors.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Bylaws of Barron-Birrell, Inc., a corporation of the District of Columbia, as in effect on the date hereof.

WITNESS my hand and the seal of the Corporation.

Dated:



Secretary of Barron-Birrell, Inc.