

Commonwealth of Virginia



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STATE CORPORATION COMMISSION

Richmond, April 1, 1994

This is to Certify that the certificate of incorporation of

STRATEGIC COMMUNICATIONS & INFORMATION SERVICES,
INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

April 1, 1994



State Corporation Commission

William J. Bridge

Clerk of the Commission

Articles of Incorporation of
Strategic Communications & Information Services, Inc.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states(s) as follows:

1. The name of the corporation is:

Strategic Communications & Information Services, Inc.

2. The number (and classes, if any) of shares the corporation is authorized to issue is (are):

Number of shares authorized	Class(es)
<u>1,000</u>	<u>Common</u>
_____	_____
_____	_____

3. A. The corporation's initial registered office address, which is the business address of the initial registered agent including street and number, is:

5101 8th Road, South, #305 Arlington VA 22204
(Number) (Street) (City or Town) (ZIP Code)

- B. The registered office is physically located in the [] city or the [X] county of
Arlington

4. A. The name of the corporation's initial registered agent, whose business office is identical with the above-registered office is: Misty L. Church

- B. The initial registered agent is (mark appropriate box):

(1) An individual who is a resident of Virginia and

[X] An initial director of the corporation

[] A member of the Virginia State Bar

OR

(2) [] A professional corporation or a professional limited liability company
 (as of 07/01/93) registered under the provisions of Section 54.1-3902,
 Code of Virginia

5. The names and addresses of the initial directors (required if the initial registered agent is an initial director) are:

<u>Misty L. Church</u>	<u>5101 8th Road, South, #305 Arlington, VA 22204</u>
<u>Julie C. Altman</u>	<u>5101 8th Road, South, #305 Arlington, VA 22204</u>

6. Incorporator(s):

Misty L. Church
Julie C. Altman

Misty L. Church

Julie C. Altman

Signature(s)

Printed name(s)

SEE INSTRUCTIONS ON THE REVERSE

Stratcom Agreement between the two principles:

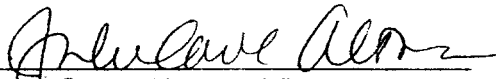
As of **April 1, 1994**, Strategic Communications and Information Services (Stratcom) will become incorporated in the State of Virginia. The following will be true:

- 1) The **officers** and shares of Stratcom are as follows:

Misty L. Church, President (51%)
Julie Cave Altman, Vice President (49%)

- 2) The **assets** brought to Stratcom are as follows: \$100 in cash by each officer (to establish the Corporation checking account).
- 3) The officers of Stratcom will receive an annual base **salary** of \$60,000 each, to be paid in regular installments on the 15th and 30th of each month. Additional **bonuses** and **finder's fees** will be paid as appropriate. Finder's fees amount to between 5 and 10 percent of the gross amount of a contract with a new client (to be determined on a case-by-case basis and payable depending upon the terms of the contract).
- 4) Each officer has check-writing authority with the condition that the other has regular review rights.
- 5) Each **subcontractor/consultant** will be paid at a rate determined in each case by the two officers depending upon the size of the client account, the amount of work to be done and the lead time, and the previous pay scale of the subcontractor/consultant.
- 6) Dissolution of Stratcom will be handled in one of two ways:
- One officer can notify the other of her desire to end her association with Stratcom for whatever reason giving 90-days notice by offering to be bought out by the other officer for the fair market value of her assets in the Corporation, or
 - Both officers can agree to terminate the Corporation and divide up its assets according to their individual stakes in the Corporation. This will not be done without 90-days notice.

We, the undersigned, agree to the above.


Julie Cave Altman, Vice President

31 March 94
Date


Witness 3/31/94


Misty L. Church, President

3/31/94
Date