Exhibit C
to
Registration Statement of
Shrum, Devine & Donilon

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

SHRUM/DEVINE, INC.

as of ***FEBRUARY 13TH, 1995*** .

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration

Patricia E. Grays
Acting Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION

OF

SHRUM/DEVINE, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators for the purpose of creating a business corporation under Business Corporation Act Title 29, Chapter 3 of the District of Columbia Code, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is:

Shrum/Devine, Inc.

SECOND: The period of the Corporation's duration is:

Perpetual.

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

(a) To provide political consulting, campaign management, media placement, time buying services, and general public relations advice; and

(b) to engage in any or all lawful business for which corporations may be organized under the District of Columbia Business Corporations Act and to exercise all the powers, rights and privileges granted to business corporations under such Act.

FOURTH: The aggregate number of shares of common stock which the Corporation is authorized to issue is One Thousand (1,000), each of such shares to have a par value of $1.00.

FIFTH: The Corporation will not commence business until at least One Thousand Dollars ($1,000) payment has been received by it

FILED

FEB 13 1995

BY: _____

as consideration for the issuance of the one thousand shares authorized under these Articles of Incorporation.

SIXTH: The regulation of the internal affairs of the Corporation is pursuant to the By-laws of the Corporation. The Board of Directors shall have the power to make, alter, amend, or repeal the By-laws of the Corporation, except to the extent the By-laws may otherwise provide.

SEVENTH: The address, including street and number, of the initial registered office of the Corporation is:

4410 Dexter Street, N.W.
Washington, D.C. 20007

The name of the initial registered agent at such address is:

Robert M. Shrum

EIGHTH: The number of directors constituting the initial board of directors of the Corporation is two, and the names and addresses, including street and number, if any, of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify, are:

Name	Address
Robert M. Shrum	4410 Dexter Street, N.W. Washington, D.C. 20007
Thomas A. Devine	843 Saigon Road McLean, Virginia 22102

NINTH: The name and address, including street and number, if any, of each incorporator is:

Name	Address
Michael Nussbaum	1302 30th Street, N.W. Washington, D.C. 20007
Benjamin L. Zelenko	7516 Vale Street Chevy Chase, Maryland 20815
Beverly G. Dyer	1863 Kalorama Road, N.W. Washington, D.C. 20009

IN WITNESS WHEREOF, we, the incorporators hereinabove named, hereby declare and certify that the facts stated herein are true, and accordingly have set our hands and seals to these Articles of Incorporation on this 10th day of February, 1995.

Michael Nussbaum, Incorporator

Benjamin L. Zelenko, Incorporator

Beverly G. Dyer, Incorporator

Subscribed and sworn to before me this 10th day of February, 1995

NOTARY PUBLIC

PENELOPE E. TAYLOR
NOTARY PUBLIC FOR THE
DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES AUGUST 31, 1999

My Commission Expires

WRITTEN CONSENT TO ACT AS

REGISTERED AGENT

Pursuant to the District of Columbia Business Corporation Act as amended, D.C. Code § 29-310(2), I,

Robert M. Shrum
4410 Dexter Street, N.W.
Washington, D.C. 20007

a bona fide resident of the District of Columbia, herein consent to act as registered agent for:

Shrum/Devine, Inc.

Robert M. Shrum

Dated: Feb. 10, 1995

SHRUM/DEVINE, INC.

BYLAWS

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ARTICLE 1

OFFICES

Section 1.1 Registered Office. The initial registered office of Shrum/Devine, Inc. (the "Corporation") in the District of Columbia shall be at:

4410 Dexter Street, N.W.
Washington, D.C. 20007

Section 1.2 Additional Offices. 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 as the business of the Corporation may require.

ARTICLE 2

MEETINGS OF STOCKHOLDERS

Section 2.1 Time and Place. A meeting of the stockholders for any purpose may be held at such time and place, within or without the District of Columbia, as the Board of Directors may fix from time to time and as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. If no designation of the place of meeting is made, the place of meeting shall be the principal office of the Corporation.

Section 2.2 Annual Meeting. Annual meetings of stockholders, commencing with the year 1995, shall be held on such date and time as shall, from time to time, be designated by the Board of Directors and stated in the notice of the meeting. At such annual meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.3 Special Meetings. 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 Chairman of the Board, if any, the President, the Secretary, the Board of Directors or the holders of one-fifth (1/5) or more of the shares of capital stock of the Corporation issued and outstanding and entitled to vote at any such meeting.

Section 2.4 Notices of Annual and Special Meetings. Except as otherwise provided by law, the Articles of Incorporation or as otherwise set forth herein, written notice of any annual or special meetings of stockholders, stating the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than 10 nor more than 50 days prior to the meeting. Notice of any meeting of stockholders (whether annual or special) to vote upon a plan of merger or consolidation to which the Corporation is to be a party shall be given to each stockholder entitled to vote at such meeting not less than 20 nor more than 50 days prior to such meeting.

Section 2.5 Presiding Officer. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or, if the Chairman of the Board is not present (or, if there is none), by the President, or, by a chairman to be chosen by the stockholders owning a majority of the shares of capital stock of the Corporation issued and outstanding. The Secretary of the Corporation shall act as secretary of meetings of stockholders, or, if the Secretary is not present,

the stockholders owning a majority of the shares of capital stock of the Corporation issued and outstanding shall choose any person to act as secretary of the meeting.

Section 2.6 **Order of Business.** The following order of business for meetings of stockholders, unless otherwise ordered at the meeting by the chairman thereof, shall be observed as far as practicable and consistent with the purposes of the meeting:

1. Call of the meeting to order.
2. Presentation of proof of mailing of the notice of the meeting or waiver of notice and, if the meeting is a special meeting, the call thereof.
3. Presentation of proxies.
4. Announcement that a quorum is present.
5. Reading and approval of the minutes of the previous meeting.
6. Reports, if any, of officers and/or committees.
7. Election of directors, if the meeting is an annual meeting or a meeting called for that purpose.
8. Consideration of the specific purpose or purposes for which the meeting has been called (other than the election of directors), if the meeting is a special meeting.
9. Transaction of such other business as may properly come before the meeting.
10. Adjournment.

Section 2.7 **Quorum; Adjournments.** The holders of a majority of the shares of capital stock of the Corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at all meetings of the stockholders, except as otherwise provided by law or in the

Articles of Incorporation. If, however, a quorum shall not be present or represented at any meeting of stockholders, the holders of a majority of the shares so represented may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be presented or represented. Even if a quorum shall be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time for good cause, without notice other than announcement at the meeting. At any such adjourned meeting, at which a quorum shall be present in person or represented by proxy, any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.8 Voting.

A. At any meeting of stockholders, every stockholder having the right to vote shall be entitled to vote in person or by proxy. Except as otherwise provided by law or the Articles of Incorporation, each stockholder of record shall be entitled to one vote on each matter submitted to a vote for each share of capital stock registered in that stockholder's name on the books of the Corporation.

B. All elections shall be determined by a plurality vote, all amendments to the articles of incorporation shall be by affirmative vote of at least two thirds of the outstanding shares entitled to vote, and except as otherwise provided by law or the Articles of Incorporation, all other matters shall be determined by affirmative vote of a majority of the outstanding shares present in person or represented by proxy and voting on such other matters.

Section 2.9 Meeting by Telephone Conference. Stockholders may participate in a meeting by means of telephone conference or other communications facility provided all persons participating in the meeting can hear each other.

Section 2.10 Action by Consent. Any action required or permitted by law or the Articles of Incorporation to be taken at any meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof. Such written consent shall be filed with the minutes of meetings of stockholders.

ARTICLE 3

DIRECTORS

Section 3.1 General Powers; Number; Tenure. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all powers of the Corporation and perform all lawful acts and adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these Bylaws and the laws of the District of Columbia. The number of directors of the Corporation shall be no less than 1 and no more than 5. Each director shall hold office until the next annual meeting of the stockholders or until his or her successor shall have been elected and qualified.

Section 3.2 Vacancies. Vacancies occurring in the Board of Directors for any reason except the removal of directors without cause or newly created directorships may be filled by a majority vote of the remaining directors, although less than a quorum. Newly created directorships and vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. Each director chosen to replace a vacancy shall hold office until the expiration of the term of his predecessor in office. If there are no directors in office, any officer or stockholder may call a special meeting of stockholders in accordance with the provisions of the Articles of Incorporation or these Bylaws, at which meeting such vacancies shall be filled.

Section 3.3 Removal. Any or all of the directors may be removed for cause by vote of the stockholders or by action of the Board. Directors may be removed without cause only by vote of the stockholders.

Section 3.4 Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, if any, the President, or the Secretary of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 3.5 Annual Meeting. The annual meeting of each newly-elected Board of Directors shall be held immediately following the annual meeting of stockholders, 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.

Section 3.6 Regular Meetings. Additional regular meetings of the Board of Directors may be held without notice, at such time and place as may from time to time be determined by the Board of Directors.

Section 3.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or by the President on at least 2 days' notice of each director, if such notice is delivered personally or sent by telegram, or on at least 3 days' notice if sent by mail. Special meetings shall be called by the Chairman of the Board, if any, President or Secretary in like manner and on like notice on the written request of one-half or more of the number of directors then in office. Any such notice need not state the purpose or purposes of such meeting except as provided in Article 11.

Section 3.8 Quorum; Adjournments. Except as may be otherwise specifically provided by law or the Articles of Incorporation, at all meetings of the Board of Directors, a majority of the number of directors then appointed to office shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 3.9 Compensation. Directors shall be not entitled to compensation for their services as directors, but shall receive reimbursement for any reasonable expenses incurred in attending directors' meetings as may from time to time be fixed by the affirmative vote of a majority of the directors then in office, irrespective of any personal interest of any director.

Section 3.10 Meeting by Telephone Conference. Directors may participate in a meeting by means of telephone conference or other communications facility provided all persons participating in the meeting can hear each other.

Section 3.11 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed by all members of the Board of Directors. Such written consent shall be filed with the minutes of its proceedings.

ARTICLE 4

COMMITTEES

Section 4.1 Executive Committee. The Board of Directors may, by resolution adopted by a majority of the number of directors then serving, designate 2 or more directors to constitute an Executive Committee, one of whom shall be designated as Chairman of the Executive Committee.

Section 4.2 Powers. The Executive Committee shall have and may exercise, to the extent provided in the resolution specified in Section 1.1 of Article 4, all of the rights, powers and authority of the Board of Directors.

Section 4.3 Procedures; Meetings. The Executive Committee may fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors. The Chairman of the Executive Committee, or, in his or her absence, a member of the Executive committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Section 4.4 Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee.

Section 4.5 Other Committees. The Board of Directors, by resolutions adopted by a majority of the directors at a meeting at which a quorum is present, may appoint such other committee or committees as it shall deem advisable and with such limited authority as the Board of Directors shall prescribe.

Section 4.6 **Vacancies; Changes; Discharge.** The Board of Directors shall have the power at any time to fill vacancies in, change the membership of, and to discharge any committee.

Section 4.7 **Compensation.** Members of any committee shall not be entitled to compensation for their services as members of any such committee but shall receive reimbursement for any reasonable expenses incurred in attending committee meetings as may from time to time be fixed by the affirmative vote of a majority of the directors then in office. Any member may waive compensation for any meeting.

Section 4.8 **Action by Consent.** Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed by all members of such committee. Such written consent shall be filed with the minutes of the proceedings.

ARTICLE 5

NOTICES

Section 5.1 **Form.** Whenever, under the provisions of law, the Articles of Incorporation or these By-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice unless otherwise specifically provided, but such notice may be given in writing, by mail, addressed to such director or stockholder, at that director or stockholder's address as it appears on the records of the Corporation, with postage prepaid.

Section 5.2 Delivery. Notice shall be deemed to be given at the time it is deposited in the United States mail addressed as aforesaid with postage prepaid. Notice to a director or stockholder may also be given personally or by telegram sent to his or her address as it appears on the records of the Corporation.

Section 5.3 Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

Section 5.4 Effect of Attendance. Any stockholder who attends a meeting of stockholders in person, or is represented at such meeting by proxy, or any director who attends a meeting of the Board of Directors, or any member of a committee who attends a meeting of such committee, shall be deemed to have had timely and proper notice of the meeting, unless such stockholder (or his proxy), director or committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 6

OFFICERS

Section 6.1 Designation. The officers of the Corporation shall be chosen by the Board of Directors and shall include a President. Other officers of the Corporation may be selected by the Board and may include a Chairman of the Board, one or more Vice Presidents, a Secretary,

a Treasurer, one or more Assistant Secretaries and/or Assistant Treasurers and other officers and/or agents as it shall deem necessary or appropriate. The election or appointment of any officer of the Corporation shall not of itself create contract rights for any such officer. All officers of the Corporation shall exercise such powers and perform such duties as may be provided in these Bylaws or as shall from time to time be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 6.2 Term of Office. The Board of Directors shall choose a President and may choose other officers at its annual meeting after each annual meeting of stockholders. Each officer of the Corporation shall hold office until that officer's successor is chosen and shall qualify or until death, resignation, or removal as hereinafter provided.

Section 6.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed.

Section 6.4 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, if any, the President, or the Secretary of the Corporation, if any. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 6.5 Vacancy. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors.

Section 6.6 Compensation. The salaries of all officers of the Corporation shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact he or she is also a director of the Corporation.

Section 6.7 The Chairman of the Board. The Chairman of the Board (if the Board of Directors deems it advisable to select one and does so) shall be an officer of the Corporation and, subject to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board. The Chairman of the Board shall, if present, preside at all meetings of stockholders and of the Board of Directors.

Section 6.8 The President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall in general supervise and control all of the business, affairs and property of the Corporation. He or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. If the Board has not selected a Chairman of the Board or the Chairman is not present, the President shall, when present, preside at all meetings of the stockholders and of the directors. In addition to and not in limitation of the foregoing, the President shall be empowered to authorize any change of the registered office or registered

agent (or both) of the Corporation in the District of Columbia and may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. If the Board has not chosen a Secretary or Treasurer of the Corporation, the President shall also undertake or supervise and control the duties assigned to the offices of Secretary and/or Treasurer as provided in Sections 6.10 and 6.11 below.

Section 6.9 The Vice President. The Vice President (or in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), if any, shall, in the absence of the President or in the event of the President's disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be assigned by the Board of Directors.

Section 6.10 The Secretary. The Secretary, if any, shall attend all meetings of the Board of Directors and all meetings of stockholders, shall record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the Board of Directors, the President, and the Chairman of the Board or the Executive Committee or other committees, if any. The Secretary, if any, shall see that all notices are duly given in accordance

with the provisions of these Bylaws or as required. The Secretary, if any, shall have custody of the seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by the Secretary's 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 thereof by his or her signature. If the Board has not chosen a Secretary, the President shall undertake, or supervise and control, the duties listed herein.

Section 6.11 The Treasurer. The Treasurer, if any, shall have the custody of the corporate funds and other valuable effects, including 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 from time to time be designated by the Board of Directors. The Treasurer, if any, shall disburse the funds of the Corporation as may be ordered by the Board of Directors by taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President and the Board of Directors, at regular meetings of the Board, or whenever they may require it, an account of all his or her transaction as Treasurer and of the financial condition of the Corporation. If the Board has not chosen a Treasurer, the President shall undertake, or supervise and control, the duties listed herein.

Section 6.12 Other Officers. The Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as may be assigned to them by the Board of Directors or the President. The

Board of Directors may, at any time, designate any other person or persons, on behalf of the Corporation, to sign any contracts, deeds, notes, or other instruments in the place of any of the officers, and may designate any person to fill any one of the offices, temporarily or for any particular purpose; and any instruments so signed in accordance with a resolution of the Board shall be the valid act of the Corporation as fully as if executed by any regular officer.

ARTICLE 7

INDEMNIFICATION OF CERTAIN PERSONS

Section 7.1 Power to Indemnify. The Corporation shall have the power to indemnify any person who was or is a director or officer of the Corporation and who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reason to believe his or her conduct was unlawful. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

Section 7.2 Mandatory Indemnification. To the extent that any person specified in Section 7.1 of this Article has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.3 Determination of Indemnification. Any indemnification under Section 7.1 of this Article (and, as to which, Section 7.2 of this Article is not applicable) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the appropriate person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 7.1 of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

ARTICLE 8

STOCK CERTIFICATES

Section 8.1 Form of Stock Certificates; Signature. Every holder of fully-paid capital stock of the Corporation shall be entitled to have a certificate, signed by the President or a Vice President and the Secretary or an Assistant Secretary of the Corporation, exhibiting on the fact thereof the number and class (and series, if any) of shares owned by him or her. Such signatures may be facsimile if the certificate is countersigned by a transfer agent, or registered

by a registrar, other than the Corporation itself or an employee of the Corporation. Each certificate representing stock in the Corporation shall also state upon the fact thereof the name of the person to whom it is issued and that the Corporation is organized under the laws of the District of Columbia. Each such certificate shall be sealed with the seal of the Corporation or a facsimile thereof. In case any officer who has signed or whose facsimile signature was placed on a certificate shall have ceased to be such officer before such certificate is issued, it may nevertheless be issued by the Corporation with the same effect as if he or she were such officer at the date of its issue. All stock certificates representing shares of capital stock which are subject to restrictions on transfer or to other restrictions shall have imprinted thereon such notation to such effect as may be determined by the Board of Directors.

Section 8.2 Registration of Transfer. Upon surrender to the Corporation or any transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation or its transfer agent to issue a new certificate to the person entitled thereto, to cancel the old certificate and to record the transaction upon its books, except as otherwise provided by law.

Section 8.3 Registered Stockholders. The Corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other

person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

If a stockholder desires that notices and/or dividends shall be sent to a name or address other than the name or address appearing on the stock ledger maintained by the Corporation (or by the transfer agent or registrar, if any), such stockholder shall have the duty to notify the Corporation (or the transfer agent or registrar, if any) in writing, of such desire. Such written notice shall specify the alternative name or address to be used.

Section 8.4 Record Date. In order that the Corporation may determine the stockholders of record who are entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution, or to make a determination of the stockholders of record for any other proper purpose, the Board of Directors may, in advance, fix a date as the record date for any such determination. Such date shall not be more than 50 days before the date of any such meeting, nor more than 50 days prior to the date of any other action. For the purpose of determining stockholders entitled to notice of and to vote at any meeting of stockholders, such date shall not be less than 10 days immediately preceding such meeting. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders or, or stockholders 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 directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. A determination of stockholders or record entitled to notice of or to vote at a meeting of stockholders shall apply to any

adjournment of the meeting taken pursuant to Section 2.7 of Article 2; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 8.5 Lost, Stolen or Destroyed Certificates. In the case of a lost, destroyed, stolen or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the directors may prescribe.

ARTICLE 9

AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

Section 9.1 Affiliated Transaction. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose, if:

(a) the material facts as to his/her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his/her or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the stockholders.

Section 9.2 Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes any contract or transaction specified in Section 9.1 of Article 9.

ARTICLE 10

GENERAL PROVISIONS

Section 10.1 Dividends. The directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

Section 10.2 Reserves. The Board of Directors shall have full power to determine whether any, and, if so, what part of the funds legally available for the payment of dividends shall be declared as dividends and paid to the stockholders of the Corporation, subject to the provisions of law and the Articles of Incorporation. The Board of Directors, in its sole discretion, may fix

a sum which may be set aside or reserved over and above the paid-in-capital of the Corporation for working capital or as a reserve for any proper purpose, and may from time to time, increase, diminish or vary such fund or funds.

Section 10.3 Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

Section 10.4 Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "District of Columbia".

ARTICLE 11

AMENDMENTS

Subject to the provisions of the Articles of Incorporation, the Board of Directors shall have the power to make, alter, amend and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of the directors then in office, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new Bylaws, has been given to each director. Any action of the Board of Directors in adding to, altering, amending, repealing or suspending these Bylaws shall be reported to the Stockholders at the next annual or special meeting and may be changed or rescinded by the majority vote of all the stock then

outstanding and entitled to vote. In no event shall the Board of Directors have the authority to amend this Article 11.

SECRETARY'S CERTIFICATE

I, Thomas A. Devine, President of Shrum/Devine, Inc., "the Corporation", a District of Columbia corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the Board of Directors of the Corporation on Sept 22, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation this 22 day of September, 1995.

Thomas A. Devine
President

[Corporate Seal]

SHRUM/DEVINE, INC.

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Shrum/Devine, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 28, 1995, in the manner prescribed by the Code of Laws of the District of Columbia:

> RESOLVED: That Article First of the Corporation's Article of Incorporation is amended to change the name of the Corporation to "Shrum, Devine & Donilon, Inc."

THIRD: The number of shares of the corporation outstanding as the time of such adoption was 1,000 and the number of shares entitled to vote thereon was 1,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
(NONE)	

FIFTH: The number of shares voted for such amendment was 1,000

and the number of shares voted against such amendment was zero (0).

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

(NONE)

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows:

NONE.

Dated: September 28, 1995 SHRUM/DEVINE, INC.

(Corporate Seal)

BY: Thomas A. Devine
Thomas A. Devine, President

Attest:

Robert M. Shrum, Chairman of the Board