

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



C E R T I F I C A T E

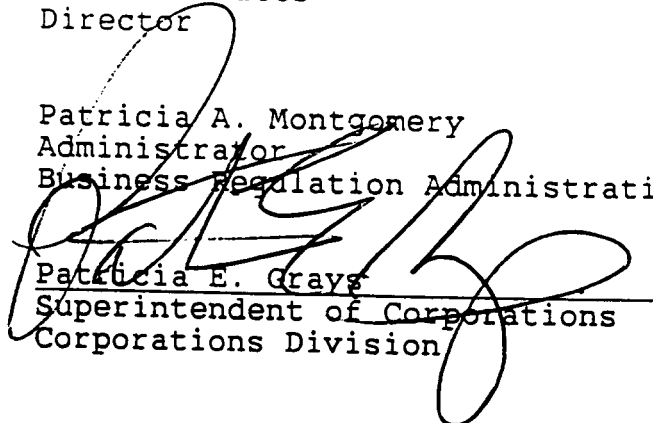
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of INCORPORATION is hereby issued to THE WASHINGTON INTERNATIONAL GROUP, INC.

1998 MAR 27 10 08 AM

as of March 27th, 1998 .

W. David Watts
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
OF
THE WASHINGTON INTERNATIONAL GROUP, INC.

TO: Department of Consumer and Regulatory Affairs
Corporations Division
614 H Street, N.W., Washington, D.C. 20001

I, the undersigned natural person of the age of eighteen years or more acting as incorporator of a corporation under the BUSINESS CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is The Washington International Group, Inc.

SECOND: The period of its duration will be perpetual.

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

To engage in a consulting capacity with domestic and foreign companies and other organizations in the area of international commercial and non-commercial activities/issues. The Washington International Group, Inc. will offer consulting services initially focusing on the Balkan States and the United States, but will possibly include other regions as well, and said consulting services will focus on how these commercial and non-commercial activities will impact not only upon the Balkan States and the United States, but the effect(s) upon the other regions of the world.

FOURTH: The aggregate number of shares which the corporation is authorized to issue is 1,000, each with a par value of \$.01.

FIFTH: The shares will not be divided into common and preferred classes.

SIXTH: The corporation will not commence business until at least one thousand dollars (\$1,000.00) has been received as initial capitalization.

SEVENTH: There are no provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation.

EIGHTH: There are no provisions for the regulation of the internal affairs of the corporation at this time.

NINTH: The address, including street and number of the initial registered office of the corporation is 4205 Jenifer Street, N.W., Washington, D.C. 20015, and the name of the initial registered agent at such address is Kurt Bassuener. The address where the corporation will conduct its principal business is 4205 Jenifer Street, N.W., Washington, D.C. 20015.

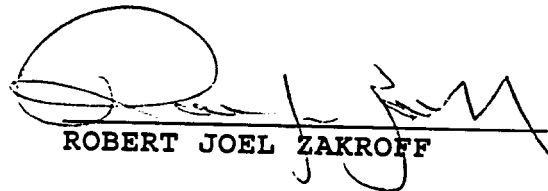
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TENTH: The number of directors constituting the board of directors, and the name and address including street and number and zip code of persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

- 1) ~~Kurt Bassuener:~~ ~~4205 Jenifer Street, N.W.~~ ~~Washington, D.C. 20015~~ *resigned
mtg 2, 1998*
- 2) ~~James Hooper:~~ ~~2821 Flagmaker Drive~~ ~~Falls Church, Virginia 22042~~ *resigned
mtg 2, 1998*
- 3) Marshall Harris: 1200 Braddock Place
Apartment #411
Alexandria, Virginia 22314
- 4) Paul Williams: 3600 North Vernon Street
Arlington, Virginia 22207
- 5) ~~John K. Olsen:~~ ~~28917 East Potales Drive~~ ~~Cathedral City, California 92234~~ *resigned mtg
1998*

ELEVENTH: The incorporator for The Washington International Group will be Robert Joel Zakroff, Zakroff & Associates, P.C., located at 1232 17th Street, N.W., Washington, D.C. 20036.

DATED: 3/27/98


ROBERT JOEL ZAKROFF

Minutes
and
By Laws

OF

THE WASHINGTON INTERNATIONAL GROUP, INC.

INCORPORATED UNDER THE LAWS OF

THE DISTRICT OF COLUMBIA

MINUTES OF
THE ORGANIZATION MEETING
OF

THE WASHINGTON INTERNATIONAL GROUP, INC.

The organization meeting of incorporators was held at
on June 8 1998 at 12:30 P.M.

The following were present

Marshall Freeman Harris
Paul R. Williams

being all the incorporators of the corporation.

Marshall Freeman Harris was appointed chairman of the
meeting and Paul R. Williams was appointed secretary.

The secretary then presented and read to the meeting
the waiver of notice of the meeting, subscribed by all the
persons named in the certificate of incorporation, and it
was ordered that it be appended to the minutes of the meeting.

The secretary then presented and read to the meeting a
copy of the certificate of incorporation and reported that on
March 27 1998 the original thereof was filed in
the office of the Secretary of State of this State. The copy
of the certificate of incorporation was ordered appended to
the minutes of the meeting.

The secretary then presented assignments executed by the subscribing stockholders as follows:

<u>from</u>	<u>to</u>	<u>number of shares</u>
	Marshall Freeman Harris	500
	Paul R. Williams	500

RESOLVED, that the assignments of subscription rights as stated above are hereby approved and it is ordered that the assignments as executed by the subscribing stockholders be appended to the minutes of this meeting.

~~The secretary then presented to the meeting the resignation of~~

~~as directors of the corporation.~~

~~RESOLVED that the resignation of directors listed above is hereby approved and accepted and the form of resignation as executed by said directors be appended to these minutes.~~

The secretary then presented a proposed form of by-laws prepared by Paul R. Williams

temporary counsel to the corporation. The proposed by-laws were read to the meeting, considered and upon motion duly made, seconded and carried, were adopted as and for the by-laws of the corporation and ordered appended to the minutes of the meeting.

The chairman of the meeting then called for the election of officers of the corporation. The following persons were nominated to the office preceding their name:

president Marshall Freeman Harris

vice-president Paul R. Williams

secretary Marshall Freeman Harris

treasurer Paul R. Williams

No further nominations being made the nominations were closed and the directors proceeded to vote on the nominees. The chairman announced that the foregoing nominees were elected to the offices set before their respective names.

The secretary submitted to the meeting a seal proposed for use as the corporate seal, a specimen stock certificate proposed for use as the corporate certificate for stock, the corporate record book, and the stock transfer ledger. Upon motion duly made, seconded and carried, it was

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the minutes of this meeting, be and the same hereby is adopted as the seal of the corporation, and further

RESOLVED, that the specimen stock certificate presented to this meeting be and hereby is adopted as the form of certificate of stock to be issued to represent shares in the corporation, and further

RESOLVED, that the corporate record book, including the stock transfer ledger, be and hereby is adopted as the record book and stock transfer ledger of the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the treasurer of the corporation be and hereby is authorized to pay all charges and expenses incident to or arising out of the organization of the corporation and to reimburse any person who has made any disbursement therefor.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that an office of the corporation be established and maintained at a suitable location designated by the President ~~in the City of ----- State of --~~ and that meetings of the board of directors from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that for the purpose of authorizing the corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to transact business therein.

The chairman then stated that it was desirable to designate a depository for the funds of the corporation. Thereupon, on motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the treasurer be and hereby is authorized to open a bank account in behalf of the corporation with

Nations Bank
located at 3 Dupont Circle, Washington, D.C. 20036
and a resolution for that purpose on the printed form of said bank was adopted and was ordered appended to the minutes of this meeting.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the board of directors be and hereby is authorized to issue the unsubscribed capital stock of the corporation at such times and in such amounts as it shall determine, and to accept in payment thereof, cash, labor done, personal property, real property or leases thereof, or such other property as the board may deem necessary for the business of the corporation.

The secretary then presented to the meeting a written proposal from Paul R. Williams dated June 8 19 98 and addressed to this corporation.

Upon motion duly made, seconded and carried, the said proposal was ordered filed with the secretary, and he was requested to append a copy of the proposal to the minutes.

The proposal was taken up for consideration and the following resolution was on motion unanimously adopted

WHEREAS, a written proposal has been made to this corporation which proposal has been appended to these minutes, and

WHEREAS, in the judgment of the board of directors the assets proposed to be transferred to the corporation are reasonably worth the amount of the consideration demanded therefor, and that it is in the best interests of this corporation to accept the said offer as set forth in said proposal,

NOW THEREFORE, IT IS RESOLVED that said offer, as set forth in said proposal, be and the same hereby is approved and accepted, and that in accordance with the terms thereof, this corporation shall as full payment for said property issue to said offeror(s) or nominee(s) 500 shares each fully paid and non-assessable shares of this corporation, and it is

FURTHER RESOLVED, that upon the delivery to this corporation of said assets and the execution and delivery of such proper instruments as may be necessary to transfer and convey the same to this corporation, the officers of this corporation are authorized and directed to execute and deliver the certificate or certificates for such shares as are required to be issued and delivered on acceptance of said offer in accordance with the foregoing.

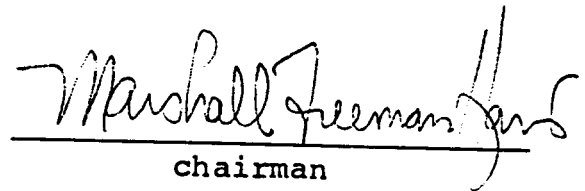
Upon motion duly made, seconded and carried, it was

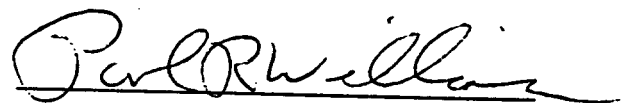
RESOLVED, that the corporation proceed to carry on the business for which it was incorporated, and further

RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated: June 8, 1998


chairman


secretary

A true copy of each of the following papers referred to in the foregoing minutes is appended hereto:

Waiver of notice of the meeting
Certificate of incorporation
~~Assignments of subscription~~
~~Resignation of directors~~
By-laws
Specimen stock certificates
Resolution designating depository of funds
Proposal