EXHIBIT C

REGISTRATION No. **5361**

ARTICLES OF INCORPORATION AND BYLAWS

PROADVANCE, INC.

Articles of Incorporation
of
Pro Advance, Inc.

Article One
Name

The name of this corporation is Pro Advance, Inc.

Article Two
Registered Office and Agent

The address of the original registered office of the corporation in Virginia is 5219 Ballycastle Circle, Alexandria, VA 22315. The name of the initial registered agent is Andrew Garlikov. The agent is a resident of Virginia and is a director of the corporation.

Article Three
Corporate Duration

The duration of the corporation is perpetual.

Article Four
Corporate Purposes

The purpose for which the corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Corporations Code of Virginia.

Article Five
Capital Stock Provisions

1. The aggregate number of shares which the corporation is authorized to issue is 1,000. The shares will be of a single class of common stock and will have a par value of $ .10 per share.

2. No preference, qualifications, limitations, restrictions, or special rights, other than those provided by law, will exist in respect of any of the shares of the corporation.

Article Six
Capital - S Corporation

The corporation is authorized to issue only one class of stock, and all issued stock will be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in Title 26 of the United States Code Section 1371 defining a qualified "small business corporation." In addition, no stock will be issued or transferred to a nonresident alien.

Article Seven
Voting Rights

In the election of the directors of the corporation, the principle of one-share, one-vote will apply; a shareholder will not be entitled to cumulate his or her shares. In any election, each shareholder will have votes equal to the number of his or her shares with voting rights and no more. The shareholder may divide and distribute his or her votes among any two or more candidates for the directorships to be filled, or the shareholder may cast all of his or her votes for a single candidate. A shareholder may cast fewer than all the votes to which the shareholder is entitled at an election of the directors, but the shareholder's ballot will be invalid in its entirety if the total votes are greater than the total number of votes to which the shareholder is entitled.

At any election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, will stand elected, and an absolute majority of the votes cast will not be a prerequisite to the election of any candidate to the board of directors.

Article Eight
Stock Transfers - Authorization of Restrictions

All of the issued and outstanding shares of the corporation will be made subject to the restrictions on their transferability by agreement among the holders of shares or between the holders of the shares and the corporation. A copy of this agreement will be kept on file with the secretary of the corporation, and will be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

Article Nine
Approval of Directors

Shares of stock in this corporation will not be sold until the sale has been reported to and approved by unanimous vote of the board of directors.

Article Ten

Shareholders' Rights - Reservation of Power to Adopt, Amend, and Repeal Bylaws

The power to make, alter, amend and repeal the bylaws of the corporation will be reserved to the shareholders of the corporation. This power may only be exercised by an affrimative vote of two thirds of the outstanding shares of the shareholders

Article Eleven

Shareholders' meetings - Quorum Requirements

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51 percent of the shares of the corporation then issued and outstanding, but no fewer than two shareholders, will constitute a quorum for the transaction of business.

Article Twelve

Particular Actions Requiring Greater than Majority Approval

The following actions will require the affirmative vote or written consent of at least two-thirds of shares outstanding:

(1) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or sale, lease, conveyance, exchange transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

Article Thirteen

Directors - Removal by Shareholders

The shareholders will have the right at any special meeting called for this purpose, to remove any director of the corporation with or without cause.

Article Fourteen

Board of Directors - Maximum and Minimum

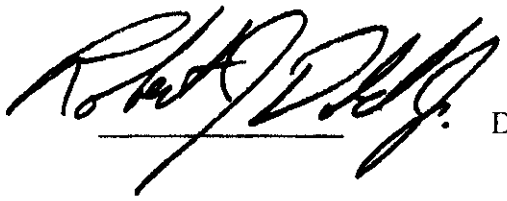
The board of directors of the corporation will consist of two directors, which number may be decreased to no less than one and may be increased to no more than six by a unanimous resolution of the directors or shareholders without the necessity of amending these articles.

Article Fifteen
Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until successors are elected and qualify are:

Name	Address
Tim Unes	905 Sixth Street S.W., Apt. 711B, Washington, D.C. 20024
Andrew Garlikov	5219 Ballycastle Circle, Alexandria, VA 22315

Incorporator: Robert J. Dold, Jr.



Date: 8/19/97

Bylaws
for
Pro Advance, Inc.

Article I

Meeting of Stockholders

1. Stockholders meetings will be held at the principal office or place of business of this company.

2. The annual meeting of the stockholders of this company will be held at its principal office, 5219 Ballycastle Circle, Alexandria, Virginia at 12:00 noon on the 10th day of January each year beginning with January 10, 1998. At that time a board of three directors for the ensuing year will be elected by the stockholders of the company, by ballot. At that time the board of directors and the stockholders will transact other business that properly comes before them.

3. A notice setting out the time and the place of the annual meeting will be mailed, postage prepaid, to each stockholder of record, at his or her address as the same appears on the stock book of the company, or if no address appears, at his or her last known place of address, at least 30 days before the annual meeting.

4. If a quorum is not present at the annual meeting, the stockholders present in person or by proxy may adjourn to a future time agreed on by them, and notice of the adjournment will be mailed, postage prepaid, to each stockholder at least 14 days of the adjourned meeting. If a quorum is present, they may adjourn from day to day as they see fit, and no notice of the adjournment need be given.

5. Special meetings of the stockholders will be held at the same place as the annual meetings as previously provided. Special meetings may be called by the president, any two directors, or the holders of 500 shares of the capital stock of the company. The secretary will mail a notice of the call to each stockholder of the company, at least 14 days before the meeting, and the notice will state the time and the place of the meeting and the object of the meeting. No business will be transacted at a special meeting except as stated in the notice sent to the stockholders unless by the unanimous consent of all stockholders, either in person or by proxy, all stock being represented at the meeting.

6. A majority of the stock issued and outstanding, either in person or by proxy, will constitute quorum for the transaction of business at any meeting of the stockholders.

7. Each stockholder will be entitled to one vote for each share of stock standing in his or her own name on the books of the company, whether represented in person or by proxy.

8. All proxies will be in writing and properly signed.

9. The following order of business will be observed at all annual and special meetings of the stockholders so far as practicable:

(1) Calling the roll
(2) Reading, correction and approval of the minutes of the previous meeting.
(3) Reports of officers.
(4) Reports of committees.

(5) Election of directors.
(6) Unfinished business.
(7) New business.

Article II

Stock

1. Certificates of stock will be in a form adopted by the board of directors and will be signed by the president or vice-president and the Secretary.

2. All certificates will be consecutively numbered. The name of the person owning the shares, with the number of shares and the date of issue, will be entered on the company's books.

3. All certificates of stock transferred by endorsement will be surrendered for cancellation and new certificates issued to the purchaser or assignee.

4. Shares of stock will be transferred only on the books of the company by the holder in person or by his or her attorney.

Article III

Directors

1. A board of two directors will be chosen annually by the stockholders at their annual meeting, to manage the affairs of the company. Their term of office will be one year.

2. Vacancies in the board of directors because of death, resignation or other causes will be filled by the remaining directors for the remainder of the term.

3. Regular meetings of the board of directors will be held on the first Monday of each month at the office of the company or at another time appointed by resolution of the board of directors. Special meetings may be called by the president, or any two directors by giving 14 days' notice to each director. A majority of the directors will constitute a quorum.

4. The directors will have the general management and control of the business and affairs of the company and will exercise all the powers that may be exercised or performed by the corporation, under statutes, the certificate of incorporation, and the bylaws.

Article IV

Officers

1. The officers of this company will consist of a president, a vice-president, a secretary, and a treasurer, and other appropriate officers chosen or appointed.

2. The president will preside at all meetings of the directors and stockholders and will have general control over the affairs of the corporation subject to the board of directors.

3. The vice-president will perform the duties assigned to him by the board of directors. In the case of the death, disability or absence of the president he will perform and be vested with all the duties and powers of the president.

4. The secretary will countersign all certificates of stock of the company. The secretary will keep a record of the minutes of the proceedings of the meetings of the stockholders and directors, and will give notice as requested in these bylaws of all meetings. The secretary will have custody of all books records and papers of the company, except those in charge of the treasurer, or some other person authorized to have custody and possession by a resolution of the board of directors.

5. The treasurer will keep accounts of all money of the company received or disbursed, and will deposit all money and valuables in the name and to the credit of the company in the banks and depositories designated by the board of directors. All checks for the payment of money will be countersigned by the treasurer.

6. The salaries of all officers will be fixed by the board of directors and may be changed by a majority vote of the board.

7. Each officer will serve for the term of one year or until the next annual election.

Article V

Amendments

1. Any of these bylaws may be amended by two-thirds vote of the outstanding shares of the stockholders at any annual meeting, or at any special meeting called for the purpose.

2. The board of directors may adopt additional bylaws in harmony with these but may not alter or repeal any bylaws adopted by the stockholders of the company.

Article VI

Authority of Board of Directors to Establish Branch Offices

The board of directors will have authority to establish branch or subordinate offices of the corporation at any place or places in which the corporation is authorized to do business that the board determines to be in the best interest of the corporation.