

State of Maryland
**Department of
Assessments and Taxation**



Parris N. Glendening
Governor

Ronald W. Winholt
Director

Paul B. Anderson
Administrator

Charter Division

SAMEK & MCMILLAN PC
STE 220
1901 RESEARCH BLVD
ROCKVILLE

MD 20850-3164

Date: 06-14-2002

This letter is to confirm acceptance of the following filing:

ENTITY NAME: GROUP Z, INC.
DEPARTMENT ID : D06744668
TYPE OF REQUEST : ARTICLES OF AMENDMENT
DATE FILED : 06-14-2002
TIME FILED : 09:37-AM
RECORDING FEE : \$20.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000361987135799
CUSTOMER ID : 0000900894
WORK ORDER NUMBER : 0000605029

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201
Telephone (410) 767-1350
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

0001874317

chtasc

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 06-14-2002
PRINCIPAL OFFICE: 5010 MCCALL STREET
ROCKVILLE MD 20853
RESIDENT AGENT: ANTHIE ZAIRIS
5010 MCCALL STREET
ROCKVILLE MD 20853

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **


DOCUMENT CODE 02 BUSINESS CODE 03

Close _____ Stock Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361986864829

ID # D06744668 ACK # 1000361986864829
LIBER: B00365 FOLIO: 0676 PAGES: 0008
GROUP Z, INC.

04/04/2002 AT 11:03 A WO # 0000575833

New Name _____

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: 20
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 90

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s)

Credit Card Check _____ Cash _____

Code 544

_____ Documents on _____ Checks

Attention: _____

Approved By: HSU13

Mail to Address: _____

Keyed By: _____

COMMENT(S):

Stamp Work Order and Customer Number HERE

CUST ID: 0000851028
WORK ORDER: 0000575833
DATE: 04-05-2002 08:31 PM
AMT. PAID: \$90.00

ARTICLES OF INCORPORATION
OF
GROUP Z, INC.

FIRST: I, the undersigned, A. Howard Metro, Esquire, being at least 18 years of age, do under and by virtue of the General Laws of Maryland authorizing the formation of corporations, execute these Articles of Incorporation with the intention of forming a corporation.

SECOND: The name of this Corporation shall be:

Group Z, Inc.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To provide computer system and technology assistance, analysis and design consulting services to government and private industry.

2. To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of or otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, warrants, receipts or other instruments for the same; or representing any other rights or interests therein or in any property or assets issued or created by any persons, firms, associations, corporations, syndicates or by any governments or subdivisions thereof; and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds or other obligations of the Corporation, or other scrip, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness; to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

3. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, turn to account or otherwise deal with all or any part of the property of the Corporation and, from time to time, to vary any investment or employment of capital of the Corporation.

4. To build, erect, construct, alter, reconstruct and/or improve any and all buildings, and structures upon any lands or waters whatsoever.

5. To import, export, hold, own, buy, sell, assign, consign, take on consignment, lease, hire, mortgage, pledge, transfer, manufacture, produce, prepare, deal in and with and, in any manner, dispose of goods, wares, merchandise and chattels and effects of any kind or character, both at wholesale and retail, and in any part of the world.

6. To acquire, build, charter, buy, lease, rent, operate and use vehicles and other means of transportation of any kind or character whatsoever.

7. To apply for, obtain, register, purchase, lease or otherwise acquire or own any concessions, rights, options, patents, patent-rights, privileges, inventions, formulae, processes, copyrights, trade-marks, trade names or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate, manufacture or in any

CUST ID:0000851028
WORK ORDER:0000575833
DATE:04-05-2002 08:31 PM
AMT. PAID:\$90.00

page 1 of 6

manner or to otherwise deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto.

8. To purchase, lease or otherwise acquire the property of every kind, including the business, goodwill, rights and franchises of any corporation, partnership, co-partnership, association or any individual, or any part of such business, and to undertake, guarantee, assume to pay the liability thereof and/or to pay for such property, business, goodwill rights and franchises by the issue of stock or other securities of the Corporation, or otherwise, in any manner provided by law, to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

9. To organize, incorporate and reorganize subsidiary corporations, joint stock companies, partnerships and associations for any purpose permitted by law, and to dissolve, wind up, liquidate, merge or consolidate any such entity.

10. To acquire by purchase, lease or otherwise, to own, use and operate factories, shops, manufacturing plants, lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within or without the State of Maryland which may be useful to accomplish any of the purposes or carrying on any of the businesses of the character hereinbefore referred to.

11. To acquire by purchase, lease, exchange or otherwise, any real and/or personal property without limit in the State of Maryland or other states and territories of the United States and in the District of Columbia, and in any foreign countries, and to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by the Corporation.

12. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on the business of the Corporation and for the purpose of attaining or furthering any of the Corporation's objects and purposes, to make and perform any contracts.

13. To carry on any other lawful business in connection with the foregoing, whether manufacturing or otherwise.

14. To enter into, make and perform contracts, without limit as to character or amount; to execute, issue and endorse any bonds, debentures and notes, and to make, draw, accept and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law.

15. To borrow or raise money for any of the purposes of this Corporation and to issue bonds, debentures, debenture stocks, notes or other obligations of any nature, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, and at the time owned or thereafter acquired, or to issue bonds, debentures, stock or notes without such security.

16. To guarantee the payment of dividends upon any shares of stock, or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of principal, interest or both

of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.

17. To purchase, redeem, reclassify, exchange, convert, hold and reissue the shares of the Corporation's capital stock, bonds, debentures, debenture stock, notes or other obligations in such manner as the Board of Directors may from time to time determine.

18. To do any act or thing and to exercise any power suitable, convenient, necessary or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified or which, at any time, may appear conducive to or expedient for the accomplishment of any of such purposes.

19. To have one or more offices and places of business, and to carry on all or any of its operations or business, without restriction or limit as to amount or place, in any of the states, districts, or territories of the United States, and any and all foreign countries, subject to the laws of such state, district, territory or country.

20. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts therein in effect, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business in any manner to limit or otherwise restrict any of the powers of the Corporation, and said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations of a similar character, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article THIRD of the Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clauses or paragraphs of this or any other Article of these Articles of Incorporation, or any amendment thereto, and shall each be regarded as independent and construed as powers, as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the State of Incorporation may not at the time lawfully carry on or do.

FOURTH: The street address of the place at which the principal office of the Corporation in this State will be located is 5010 McCall Street, Rockville, Maryland 20853. The registered agent of the Corporation will be Anthie Zairis at 5010 McCall Street, Rockville, Maryland 20853. Said registered agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least one (1) director at all times, provided said number may be increased pursuant to the By-Laws or authorized act of the Corporation but shall never be less than one (1). The initial Board of Directors shall consist of two (2) individuals who shall act until the first meeting or until such individuals' successors duly are chosen and qualified. The initial directors of the Corporation shall be:

Anthie Zairis
Pete Zairis

SIXTH: The total amount of authorized capital stock of the Corporation is one hundred (100) shares of common stock, with a par value of One Dollar (\$1.00) per share, resulting in an aggregate par value of One Hundred Dollars (\$100.00).

SEVENTH: The following provisions hereby are adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation hereby is empowered to authorize the issuance from time to time of the Corporation's shares of Corporation stock of any class, whether now or hereafter authorized, and securities convertible into shares of the Corporation's stock of any class, whether now or hereafter authorized, and for the redemption of shares of the Corporation's stock, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, dividends on, times and prices of redemption of and/or the conversion rights of, such shares.

3. Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of capital stock or otherwise, may be a party to, or be interested in, financially or otherwise, in any contract or transaction of the Corporation, and in the absence of fraud, no contract or other transaction thereby shall be affected or invalidated; provided that in case a director or a firm of which a director is a member is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, by a majority vote of the disinterested directors or such contract or transaction may be approved by the vote of a majority vote of the holders of the voting common stock of the Corporation, excluding holders who are interested directors, corporations or entities, provided that the provisions of Section 2-419 of the Corporations and Associations Article of the Annotated Code of Maryland are complied with.

4. Any contract, transaction or act of the Corporation or of the directors which shall be ratified by the vote of a majority of a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purpose, excluding votes of shares owned of record or beneficially by an interested director, corporation, firm or entity, so far as permitted by law, shall be as valid and as binding as though ratified by every stockholder of the Corporation.

5. The Corporation reserves the right to make amendments from time to time to its Charter, which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall be authorized by the holders of sixty-six and two-thirds

percent (66²/₃%) of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

6. The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

7. No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except to the extent that (a) it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (b) a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (i) the result of active and deliberate dishonesty, or (ii) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.


The By-Laws of the Corporation shall determine whether and to what extent the books and accounts of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholders shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by law, or by-laws, or by resolution of the stockholders.

The directors shall have power by resolution passed by a majority vote of the whole board, under suitable provisions of the By-Laws, to designate two or more of their number to constitute an Executive Committee, which Committee shall for a time being, as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the said Corporation to be affixed to all papers, which may require it.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes of the State of Incorporation and otherwise as limited by any provision contained in these Articles and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

(Signature appears on the next page.)

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, this 3rd day of April, 2002, and acknowledges same to be my act.

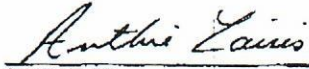


A. Howard Metro

F:\DOCUMENT\CLIENTS\Zainal\Group 2\Articles of Inc 01.doc

**CONSENT TO SERVE AS RESIDENT AGENT
IN THE STATE OF MARYLAND FOR
GROUP Z, INC.
(a Maryland Corporation)**

I, the undersigned, having an address in the State of Maryland at 5010 McCall Street, Rockville, Maryland 20853, do hereby consent to act as resident agent for Group Z, Inc., as provided in the Articles of Incorporation thereof, dated April 3, 2002.



Anthie Zairis
Resident Agent

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09 BUSINESS CODE _____

196744668

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361987135799

ID # D06744668 ACK # 1000361987135799
LIBER: B00393 FOLIO: 0085 PAGES: 0002
GROUP Z, INC.

06/14/2002 AT 09:37 A WO # 0000605029

New Name _____

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 70

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 544

Attention: _____

Mail to Address: _____

Credit Card Check _____ Cash _____

_____ Documents on _____ Checks

Approved By: MO 013

Keyed By: _____

COMMENT(S):

Stamp Work Order ann

CUST ID: 0000900894
WORK ORDER: 0000605029
DATE: 06-14-2002 09:35 PM
AMT. PAID: \$70.00

W

ARTICLES OF AMENDMENT
OF
GROUP Z, INC.
(a Maryland corporation)

June 10, 2002

Group Z, Inc., a corporation organized and existing under the laws of the State of Maryland, and having a principal office at 5010 McCall Street, Rockville, Maryland 20853 (hereinafter, the "Corporation"), hereby does certify to the State Department of Assessments and Taxation of Maryland (hereinafter, the "Department") as follows:

FIRST: In accordance with Section 2-602 of the Corporations and Associations Article of the Annotated Code of Maryland ("Code"), and as authorized, approved and directed by the Corporation's Board of Directors and Stockholder, the Corporation desires to amend and Charter as currently in effect as hereinafter provided.

SECOND: The Charter of the Corporation hereby is amended by striking ARTICLE THIRD, Paragraph 1 thereof in its entirety, and by inserting and substituting in place thereof the following:

1. To provide consulting and project management services to the government and private industry in the areas of (a) project planning, management and oversight, (b) accounting, financial analysis and bookkeeping, and (c) computer and information technology assistance, analysis, design and development.

THIRD: The Charter of the Corporation hereby is amended by striking ARTICLE FIFTH thereof in its entirety, and by inserting and substituting in place thereof the following:

FIFTH: The Corporation shall have at least one (1) director at all times, provided said number may be increased pursuant to the By-Laws or authorized act of the Corporation but shall never be less than one (1). The initial Board of Directors shall consist of one (1) individual who shall act until the first meeting of the stockholders of the Corporation or until such individual's successor duly is chosen and qualified. The sole, initial Director of the Corporation shall be Anthie Zairis.

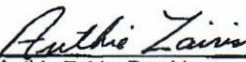
FOURTH: By written, informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Code, and having duly advised the foregoing amendment, and by written, informal action unanimously taken by the sole Stockholder of the Corporation in accordance with Section 2-505 of the Code, the Corporation's Stockholder duly has approved said amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in the name, and on behalf of the Corporation by the President, attested to by the Acting Secretary thereof, which President acknowledges that these Articles of Amendment are the act and deed of Group Z, Inc. and, that under the penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

GROUP Z, INC.


A. Howard Metro, Acting Secretary

By: 
Anthie Zairis, President,
Sole Stockholder and Director

F:\DOCUMENTS\CLIENTS\Zairis\Group Z\Organization\Ame

CUST ID: 0000900894
WORK ORDER: 0000605029
DATE: 06-14-2002 06:35 PM
AMT. PAID: \$70.00

200/2002

SMITHSONIAN

1440 1925

18:37 09/14/02