

Department of State.

**CERTIFICATE OF AUTHORITY
OF
EPIC RESIDENTIAL NETWORK, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EPIC RESIDENTIAL NETWORK, INC.

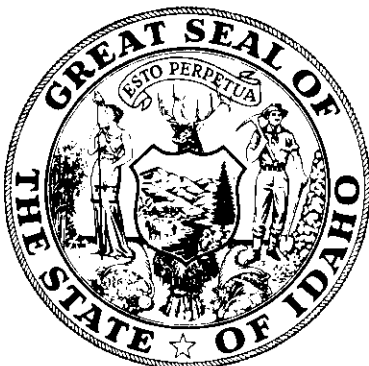
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to EPIC RESIDENTIAL NETWORK, INC.

to transact business in this State under the name EPIC RESIDENTIAL NETWORK, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **June 1, 1984**



Robt. C. Cavanaugh

SECRETARY OF STATE

Denise Hain

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is EPIC RESIDENTIAL NETWORK, INC.
2. *The name which it shall use in Idaho is EPIC RESIDENTIAL NETWORK, INC.
3. It is incorporated under the laws of Virginia
4. The date of its incorporation is February 7, 1984 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 5201 Leesburg Pike, Ste. 1600, Falls Church, VA 22041
6. The address to which correspondence should be addressed, if different from that in item 5 _____
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the business of real estate brokerage.
To engage in any lawful act or activity for which corporations may be qualified under the laws of this state.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See attached rider	

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500,000	Common	\$ 0.01
1,000,000	Preferred	\$ 0.01

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1000	Common	\$ 0.01
-0-	Preferred	\$ 0.01

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 4th, 19 84

EPIC RESIDENTIAL NETWORK, INC.

By Mary Josephine Shaw
Mary Josephine Shaw
Its Vice President
and Gary W. Swindell
Its Secretary

STATE OF Virginia)
COUNTY OF Fairfax) ss:

I, Margaret A. Albertson, a notary public, do hereby certify that on this 4th day of May, 19 84, personally appeared before me Mary Josephine Shaw, who being by me first duly sworn, declared that he is the Vice President of EPIC RESIDENTIAL NETWORK, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

My Commission Expires August 27, 1984

Margaret A. Albertson
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RIDER

EPIC RESIDENTIAL NETWORK, INC.

OFFICERS

Joel Bernstein, President	201 C St., S.E. Washington, D.C. 20003	Term Expires: 2/85
James K. Randolph, Vice President	709 East Capitol St., S.E. Washington, D.C. 20003	Term Expires: 2/85
Patricia Garman, Vice President	10746 Burr Oak Way Burke, VA 22015	Term Expires: 2/85
Mary Josephine Shaw Vice President	2713 S. George Mason Drive #1211-W Falls Church, VA 22041	Term Expires: 2/85
Joseph Cunningham, Treasurer	15304 Bitterroot Way Rockville, Maryland 20853	Term Expires: 2/85
Gary W. Swindell, Secretary	2552-B S. Arlington Mill Arlington, VA 22206	Term Expires: 2/85

DIRECTORS

Tom J. Billman	7717 Georgetown Pike McLean, VA 22102	Term Expires: 2/85
Clayton C. McCuiston	1208 Aldebaran Drive McLean, VA 22101	Term Expires: 2/85
James B. Deerin, Jr.	203 Primrose Street Chevy Chase, Maryland 20815	Term Expires: 2/85
Joel Bernstein	201 C St., S.E. Washington, D.C. 20003	Term Expires: 2/85

Commonwealth of Virginia



State Corporation Commission

I, George W. Bryant, Jr., First Assistant Clerk of the
State Corporation Commission, do hereby certify that

the foregoing is a true copy of all documents constituting as of this date the charter
of EPIC RESIDENTIAL NETWORK, INC. _____

In Testimony Whereof I hereunto set my hand and
affix the Official Seal of the State
Corporation Commission, at
Richmond, this 16th day of
May A. D. 1984



George W. Bryant, Jr.
First Assistant Clerk of the Commission

ARTICLES OF INCORPORATION
OF

EPIC RESIDENTIAL NETWORK, INC.

ARTICLE ONE

Name

The name of the Corporation is EPIC RESIDENTIAL
NETWORK, INC.

ARTICLE TWO

Duration

The Corporation shall have perpetual existence.

ARTICLE THREE

Purpose

The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the Commonwealth of Virginia, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are to conduct any and all lawful business now or hereafter conducted by corporations created and existing under the Virginia Stock Corporation Act, as amended.

ARTICLE FOUR

Shares

Section 1.

The aggregate number of shares of capital stock which the corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) divided into common and preferred stock as follows:

(a) 500,000 shares of common, voting capital stock, par value \$0.01 per share (hereinafter referred to as the "Common Stock").

(b) 1,000,000 shares of preferred capital stock, par value \$0.01 per share (hereinafter referred to as the "Preferred Stock").

Section 2.

The relative rights, preferences and limitations of the shares of Common Stock and Preferred Stock shall be as follows:

(a) Issues in Series. Authority is expressly granted to the Board of Directors at any time and from time to time to issue shares of Preferred Stock in one or more series and for such consideration, not less than the par value thereof, as may be fixed from time to time by the Board of Directors and to fix, subject to provisions hereinafter set forth, before the issuance of any shares of Preferred Stock of a particular series, the designation of such series, the number of shares to comprise such series, the dividend rate per annum payable on the shares of such series, the redemption price or prices of the shares in such series, and any other rights, preferences, and limitations pertaining to such series. All shares of any one series of shares of Preferred Stock shall be identical. Except as hereinabove provided, the shares of Preferred Stock of all series shall be identical.

(b) Dividends. The holders of the shares of Preferred Stock of any series shall be entitled to receive, as and when declared by the Board of Directors, out of funds legally available for the purpose, non-cumulative preferential dividends at the rate per annum fixed by the Board of Directors for such series, and no more. Such dividends shall be payable in cash quarterly on the first days of March, June, September, and December of each year. If shares of Preferred Stock of more than one series are outstanding, and the stated dividends are not paid in full, the shares of all series shall share ratably in the payment of dividends in accordance with the sum which would be payable on such shares if all dividends were declared and paid in full. So long as any shares of Preferred Stock shall remain outstanding, no dividend shall be declared or paid or any distribution made on the shares of Common Stock or on any other class of shares junior to the shares of Preferred Stock, and no shares of Common Stock or of any other class junior to the shares of Preferred Stock shall be purchased or retired, and no moneys shall be made available for a sinking fund for such purpose unless dividends for all past dividend periods and the then current quarterly dividend shall have been paid or declared (and funds for the payment thereof set apart) on all outstanding shares of Preferred Stock of all series. Subject to the above provisions, and not otherwise, dividends may be paid from time to time on the shares of Common Stock or other junior issues out of funds legally available for the purpose as and when declared by the Board of Directors.

(c) Redemption. Subject to applicable law, the Corporation may at any time and from time to time at the option of the Board of Directors redeem all or, provided it is not in default in the payment of any dividends on the shares of Preferred Stock then outstanding, any part of the shares of

Preferred Stock or any part of one or more series thereof by giving the notice hereinafter provided and by paying for each share in cash the price determined by the Board of Directors at or prior to the time of issuance of such shares plus an amount equal to the unpaid dividends, if any. Notice of such redemption shall be given not less than 30 days nor more than 60 days prior to the date fixed for redemption by mail to the holders of record of the shares of Preferred Stock to be redeemed at their respective addresses as the same then appear on the records of the Corporation and in such manner as may be prescribed by resolution of the Board of Directors. The Corporation shall at any time prior to the redemption date deposit in trust for the account of the holders of the shares of Preferred Stock called for redemption with a bank or trust company in good standing, to be designated in the notice of the notice of redemption, doing business in the Commonwealth of Virginia, having a capital, undivided profits, and surplus aggregating at least \$5,000,000, the moneys necessary for such redemption. If such notice of redemption shall have been duly given and such deposit of the moneys necessary for the redemption shall have been made, then all rights with respect to such shares of Preferred Stock called for redemption shall forthwith, on such redemption date, cease and terminate whether or not the certificates for such shares shall have been surrendered for cancellation, except only the right of holders of certificates for such shares of Preferred Stock to receive, out of moneys so deposited in trust, the amount payable upon the redemption thereof, without interest. Any moneys remaining on deposit with such bank or trust company at the expiration of six years after the redemption date shall be returned to the Corporation, and, thereafter, holders of certificates for such shares shall look only to the Corporation for the redemption price thereof. If at any time

only a part of the outstanding shares of Preferred Stock of any series is to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors, and the shares to be redeemed shall be determined by lot or pro rata or by such other method as may then be required by law or by the rules or regulations of any stock exchange, upon which the shares of Preferred Stock may at the time be listed, as may be authorized by the Board of Directors. The Board of Directors, subject to the foregoing, shall, in each instance, prescribe the manner in which the shares shall be redeemed.

(d) Assets. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation the holders of shares of Preferred Stock shall be entitled to be paid in full such amount as shall be determined at or before the time of issuance of such shares by the Board of Directors of the Corporation if such liquidation, dissolution, or winding up be voluntary, of an amount equal to the then current redemption price or prices for such shares, plus, in either case, an additional amount equal to any unpaid dividends and dividends to the time of payment. If the amounts payable on liquidation are not paid in full, the shares of all series of the shares of Preferred Stock shall share ratably in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. After the holders of all shares of Preferred Stock have been paid in full, or moneys have been set apart for such purpose, the holders of shares of Preferred Stock shall not be entitled to participate further in the distribution of the assets of the Corporation, and the remaining assets and funds of the Corporation available for distribution shall belong to and be distributed among the holders of the Common Stock. Nothing herein contained shall

be construed to prohibit the retirement of Preferred Stock by purchase or redemption, and neither the purchase or redemption of the Preferred Stock, nor a merger, consolidation, reorganization of the Corporation, nor a sale or transfer of the property or business of the corporation as an entirety, shall be considered a liquidation, dissolution, or winding up of the corporation within the meaning herein contemplated.

(e) Voting. Except as otherwise expressly provided by law and except as hereinafter provided, the holders of the Preferred Stock shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting powers shall be vested in the holders of the Common Stock.

(f) Shareholders' Consent. So long as any shares of the Preferred Stock of any series are outstanding, the Corporation shall not, without the consent of the holders of at least two-thirds of the total number of shares of the Preferred Stock of all series then outstanding, voting as a class (a) create or authorize any shares (other than a series of Preferred Stock) ranking prior to or on a parity with the Preferred Stock or create or authorize any obligation or security convertible into shares; (b) amend, alter, or repeal any of the express terms of the Preferred Stock in a manner prejudicial to the holders thereof; (c) issue any additional shares of any series of the Preferred Stock, unless the stated capital of the Corporation represented by its Common Stock and surplus shall in the aggregate be at least equal to the liquidating value of the Preferred Stock to be outstanding immediately after the proposed issue of such additional Preferred Stock.

(g) Dividend Restrictions. So long as any shares of Preferred Stock of any series are outstanding, the Corporation shall not pay any dividends on or make any other distribution

to the holders of Common Stock if, after giving effect to such payment or distribution, the stated capital of the Corporation represented by its Common Stock and surplus shall in the aggregate be less than the liquidating value of its then outstanding shares of Preferred Stock.

(h) No Preemptive Right. - No holders of shares of any series of Preferred Stock, as such, shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of shares, or securities convertible into shares of any kind whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

(i) Unissued Shares. The Corporation may, at any time and from time to time, issue and dispose of any of the authorized and unissued shares of the stated capital of the Corporation for such consideration as may be fixed by the Board of Directors, subject to any provisions of law then applicable, and subject to the provisions of any resolutions of the shareholders of the Corporation relating thereto.

ARTICLE FOUR

REGISTERED OFFICE AND REGISTERED AGENT

The location of the registered office of the Corporation in the Commonwealth of Virginia is 5201 Leesburg Pike, Suite 1600, Falls Church, Virginia 22041 (County of Fairfax). The registered agent of the Corporation at that address is Gary W. Swindell. The initial registered agent is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE SIX

INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors is four (4), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Tom J. Billman	5201 Leesburg Pike Suite 1600 Falls Church, Virginia 22041
Clayton C. McCuiston	5201 Leesburg Pike Suite 1600 Falls Church, Virginia 22041
James B. Deerin, Jr.	5201 Leesburg Pike Suite 1600 Falls Church, Virginia 22041
Joel H. Bernstein	5201 Leesburg Pike Suite 1600 Falls Church, Virginia 22041

The Board of Directors shall be empowered to set the number of directors to not less than three (3) but no more than seven (7) directors.

ARTICLE SEVEN

INCORPORATOR

The name of the incorporator is Gary W. Swindell and his mailing address is Suite 1600, 5201 Leesburg Pike, Falls Church, Virginia 22041.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

No shareholder or other person shall have any pre-emptive right to acquire shares of this Corporation.

ARTICLE NINE

BYLAWS

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE TEN

INTERESTED DIRECTORS, OFFICERS AND SHAREHOLDERS

A. Validity. If paragraph (B) is satisfied, no contract or other transaction between the Corporation and any of its directors, officers or shareholders, or any corporation or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the director, officer or shareholder at the meeting authorizing the contract or transaction, or his participation or vote in the meeting or authorization.

B. Disclosure, Approval, Fairness. Paragraph (A) shall apply only if:

(1) the material facts of the relationship or interest of each such director, officer or stockholder are known or disclosed:

(a) to the Board of Directors and it nevertheless authorized or ratifies contract or transaction by a majority of the directors present, each such interested directed to be counted in determining whether a

quorum is present but not in calculating the majority necessary to carry the vote; or

(b) to the stockholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or

(2) the contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Directors or the stockholders.

ARTICLE ELEVEN

INDEMNIFICATION AND INSURANCE

A. Persons. The Corporation shall indemnify, to the extent provided in Paragraphs (B), (D) or (F):

(1) any person who is or was a director, officer, agent or employee of the Corporation, and

(2) any person who serves or served at the Corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

B. Extent-Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Paragraph (A) by reason of his holding a position named in Paragraph (A), the Corporation shall indemnify him if he satisfied the standard in Paragraph (C), for expenses (including attorney's fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

C. Standard-Derivative Suits. In case of a suit by or in the right of the Corporation, a person named in Paragraph (A) shall be indemnified only if:

(1) he is successful on the merits or otherwise, or
(2) he acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he shall not be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

D. Extent-Nonderivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a nonderivative suit, against a person named in Paragraph (A) by reason of his holding a position named in Paragraph (A), the Corporation shall indemnify him if he satisfies the standard in Paragraph (E), for amount actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit as

- (1) expenses (including attorneys' fees),
- (2) amounts paid in settlement,
- (3) judgments, and
- (4) fines.

E. Standard-Nonderivative Suits. In case of a nonderivative suit, a person named in Paragraph (A) shall be indemnified only if:

- (1) he is successful on the merits or otherwise, or
- (2) he acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he reasonably believed to be in, or not opposed to, the

best interests of the Corporation and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Paragraph (E)(2).

F. Determination That Standard Has Been Met. A determination that the standard of Paragraphs (C) or (E) has been satisfied may be made either by a court, or, except as stated in Paragraph (C)(2) (2nd sentence), the determination may be made by:

- (1) a majority of the directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding, or
- (2) independent legal counsel (appointed by a majority of the directors of the Corporation, whether or not a quorum, or elected by the stockholders of the Corporation) is a written opinion, or
- (3) the stockholders of the Corporation.

G. Proration. Anyone making a determination under Paragraph (F) may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

H. Advance Payment. The Corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under Paragraphs (A) - (G) if:

- (1) the Board of Directors authorizes the specific payment, and
- (2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Corporation under Paragraphs (A) - (G).

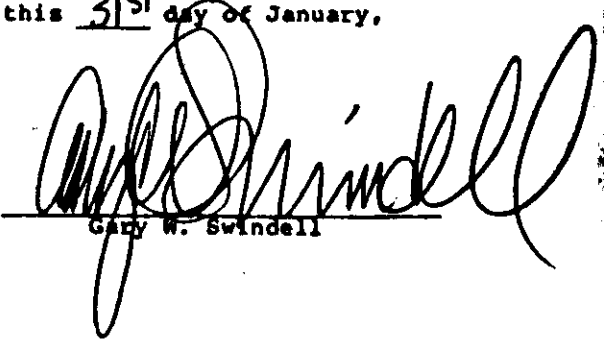
I. Nonexclusive. The indemnification provided by Paragraphs (A) - (G) shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

J. Continuation. The indemnification and advance payment provided by Paragraphs (A) - (H) shall continue as to a person who has ceased to hold a position named in Paragraph (A) and shall inure to his heirs, executors and administrators.

K. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Paragraph (A), against any liability incurred by him in any such position, or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under Paragraphs (A) - (H).

L. Reports. Indemnification payments, advance payments, and insurance purchase and payments made under Paragraphs (A) - (K) shall be reported in writing to the stockholders of the Corporation with the next notice of annual meeting, or within six months, whichever is sooner.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator, does hereby make this Certificate for the purpose of forming a corporation pursuant to the General Corporation Law of the Commonwealth of Virginia, and does hereby certify that the facts hereinbefore set forth are true and correct and has accordingly hereunto set his hand this 31st day of January, 1984.



Gary W. Swindell

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, February 7, 1964

The accompanying articles having been delivered to the State Corporation Commission on behalf of

EPIC RESIDENTIAL NETWORK, INC.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Fairfax County .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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