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OF COUNSEL

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March 15, 2002

Ms. Kim Monk
Virginia State Corporation Commission
First Floor, Clerk's Office
1300 East Main Street
Tyler Building
Richmond, Virginia 23219

Re: Gourley & Gourley, L.L.C. - Articles of Amendment

Dear Ms. Monk:

Sub 232-4
020318 4144

Enclosed please find:

- (1) Articles of Amendment of Gourley & Gourley, L.L.C.; and
- (2) our check for \$25.00 to cover the fees for filing the above document.

If you have any questions please do not hesitate to call me at the phone number indicated above. Thank you for your attention to this matter.

A/O
perpetual
existence

Sincerely yours,
[Signature]
Demetris Voudouris

cc: Ms. Karen Smith (w/ encl., by facsimile: 703-556-8771)
Marc Wertheimer, Esq. (w/ encl.)
W:\7985.001\Gourley & Gouley, L.L.C\VaSCC transmittal.wpd

\$25
Micki
3-22-02

COMMONWEALTH OF VIRGINIA



CLINTON MILLER
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

HULLIHEN WILLIAMS MOORE
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

March 25, 2002

DEMETRIS VOUDOURIS
WERTHEIMER & ASSOCIATES PC
4550 MONTGOMERY AVE SUITE 900N
BETHESDA, MD 20814-3324

RE: GOURLEY & GOURLEY, L.L.C.
ID: S031232 - 4
DCN: 02-03-18-4144

Dear Customer:

This is your receipt for \$25.00, to cover the fees for filing articles of amendment with this office.

The effective date of the articles is March 25, 2002.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LCAO
CIS0461

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

March 25, 2002

The State Corporation Commission has found the accompanying articles submitted on behalf of
GOURLEY & GOURLEY, L.L.C.

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission effective March 25, 2002.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF AMENDMENT
OF
GOURLEY & GOURLEY, L.L.C.

THESE ARTICLES OF AMENDMENT (the "Articles") of Gourley & Gourley, L.L.C. (the "Company") are presented pursuant to Section 13.1-1014 of the Code of Virginia, as amended:

WHEREAS, the Articles of Organization for the Company dated September 1, 1998, were accepted for filing by the Virginia State Corporation Commission on September 11, 1998; and

WHEREAS, the Members of the Company desire to amend the aforesaid Articles of Organization:

NOW, THEREFORE, the Articles of Organization are hereby amended in the following manner:

1. Article 5 of the Company's Articles of Organization is hereby deleted in its entirety, and the following new Article 5 is substituted in lieu thereof:

" 5. The Company shall have perpetual existence."

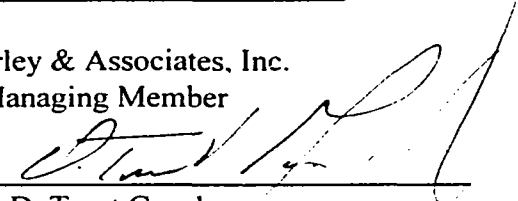
2. These Articles of Amendment shall become effective immediately upon approval by the Virginia State Corporation Commission.

3. The foregoing amendment to the Company's Articles of Organization was approved and adopted by the Members of the Company effective January 1, 2002, in accordance with (i) Title 13.1, Chapter 12 of the Code of Virginia (the Virginia Limited Liability Company Act) and (ii) the Company's (a) Articles of Organization, and (b) Operating Agreement.

Pursuant to its power to act as the Members' attorney-in-fact under Article XVII of the Company's Operating Agreement, the undersigned, being the sole Managing Member of Gourley & Gourley, L.L.C., does hereby execute these Articles of Amendment and declare that the facts herein stated are true and effective as of the 1st day of January, 2002.

GOURLEY & GOURLEY, L.L.C.

By: Gourley & Associates, Inc.
Its Managing Member

By: 

D. Trent Gourley
Its President

CIS0317 CIS 03/19/02
SCC050 LLCM3220 LLC DATA INQUIRY 16:42:40
LLC ID: S031232 - 4 STATUS: 00 ACTIVE STATUS DATE: 09/01/01
LLC NAME: GOURLEY & GOURLEY, L.L.C.

DATE OF FILING: 09/11/1998 PERIOD OF DURATION: 10/01/2030 INDUSTRY CODE: 00
STATE OF FILING: VA VIRGINIA MERGER INDICATOR:

PRINCIPAL OFFICE ADDRESS
STREET: 221 S FAYETTE ST

CITY: ALEXANDRIA STATE: VA ZIP: 22314-0000

REGISTERED AGENT INFORMATION
R/A NAME: CHRIS BEATLEY

STREET: 221 S FAYETTE STREET

CITY: ALEXANDRIA STATE: VA ZIP: 22314-0000

R/A STATUS: 4 MEMBER OF VIRGI EFF DATE: 09/11/98 LOC: 200 ALEXANDRIA CITY
YEAR FEES PENALTY INTEREST BALANCE
01 50.00

COMMAND: 05.016
4A_

CIS0317
SCC050 LLCM3240

CIS
MICROFILM INQUIRY

03/19/02
16:42:42

LLC ID: S031232 - 4 LLC STATUS: 00 ACTIVE
LLC NAME: GOURLEY & GOURLEY, L.L.C. _____

COURT LOCALITY: 200 ALEXANDRIA CITY

MICROFILM NO
98 09 02 1253

DOCUMENT TYPE
LLNC > NEW LLC

DATE
09/11/98

PAGES
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COMMAND:
4A_ 06.014

