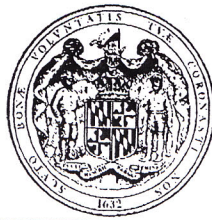


State of Maryland
Department of
Assessments and Taxation

Charter Division



Parris N. Glendening
Governor

Ronald W. Wineholt
Director

Paul B. Anderson
Administrator

SAUL EWING WEINBERG & GREEN
100 S CHARLES ST
BALTIMORE MD 21201-2725

Date: 12-22-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: THE ARC OF THE UNITED STATES, INC.
DEPARTMENT ID : D06093843
TYPE OF REQUEST : ARTICLES OF INCORPORATION
DATE FILED : 12-22-2000
TIME FILED : 03:29-PM
RECORDING FEE : \$20.00
ORG. & CAP FEE : \$20.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000279784000000
CUSTOMER ID : 0000541532
WORK ORDER NUMBER : 0000396998

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.

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

0001066263

chtacc

ARTICLES OF INCORPORATION
OF
THE ARC OF THE UNITED STATES, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, M. Christine Sinelli, whose address is 100 South Charles Street, Baltimore, Maryland 21201-2773, being at least eighteen (18) years of age, forms a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (the "Corporation") is:
The Arc of the United States, Inc.

THIRD: The Corporation is formed for the following purposes:

(a) To operate exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code").

(b) To engage in any lawful activities which are in furtherance of the purposes of the Corporation, but subject to the restrictions set forth herein.

FOURTH: The address of the principal office of the Corporation in this State is 1010 Wayne Avenue, Suite 650, Silver Spring, Maryland 20910.

FIFTH: The resident agent of the Corporation is Steven M. Eidelman, whose address is 1010 Wayne Avenue, Suite 650, Silver Spring, Maryland 20910. The resident agent is a citizen of and resides in the State of Maryland.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The Corporation shall have a board of seven (7) directors unless the number is changed pursuant to the bylaws of the Corporation. The number of directors may be increased or decreased in accordance with the bylaws of the Corporation but shall never be less than the minimum number required by the Maryland General Corporation Law. The initial directors are:

Karen Staley	Lorraine Sheehan	Robert Beggin
Leo Berggreen	Brenda Doss	Patricia McCoy
Thomas H. Powell		

EIGHTH: Notwithstanding any other provision of these Articles:

(a) The Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

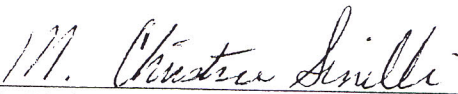
(b) Except as provided and permitted under Sections 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or as a corporation, the contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

NINTH: Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation pursuant to a plan of distribution adopted by the directors which provides for the distribution of those assets to any {specify any limitation on distribution to any class of other 501(c)(3) organization} organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for those purposes, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for those purposes.

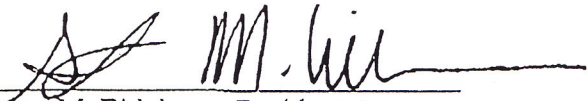
TENTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 22nd day of December, 2000.



M. Christine Sinelli

I CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE ENTITY NAMED
IN THE ATTACHED INSTRUMENT.



Steven M. Eidelman, Resident Agent