

CT CORPORATION

F02000000203

CORPORATION(S) NAME

MCSi-Florida, Inc.

Merging into: MCSi, Inc.

FILED  
2002 APR 11 PM 3:46  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
02 APR 11 PM 2:22  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

4/11/02

Order#: 5267369

300005255159--6

-04/11/02--01068--013

Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulllette APR 11 2002

ARTICLES OF MERGER  
Merger Sheet

---

MERGING:

MCSI-FLOIRDA, INC., a Florida corporation, P99000021878

into

**MCSI, INC.**, a Maryland entity F02000000203

File date: April 11, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
MERGING  
MCSi-FLORIDA, INC.  
(a Florida corporation)  
INTO  
MCSi, INC.  
(a Maryland corporation)**

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
MCSi, Inc.	Maryland

The address of the principal office of MCSi, Inc. in the State of Maryland is 300 East Lombard Street, Baltimore, Maryland 21202 and its registered agent is The Corporation Trust Incorporated.

MCSi, Inc. hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of MCSi-Florida, Inc. MCSi, Inc. is the sole shareholder of MCSi-Florida, Inc. Consequently, there are no dissenting shareholders to the merger. MCSi, Inc. has waived in writing the requirement that the Plan of Merger be mailed to it as the sole stockholder.

**Second:** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
MCSi-Florida, Inc.	Florida

**Third:** The Plan of Merger is attached hereto as Exhibit A.

**Fourth:** The merger shall become effective on the later of the date these Articles of Merger are filed with the Florida Department of State or the effective date of the filing of Articles of Merger with the Maryland Department of Assessments and Taxation.

**Fifth:** The Plan of Merger was adopted by the Board of Directors of the surviving corporation on January 2, 2002. Pursuant to Section 3-106 of the Maryland General Corporation Law and Section 607.1103 of the Florida Business Corporation Act, shareholder approval of MCSi, Inc. is not required. The Plan of Merger was adopted by the sole shareholder of MCSi-Florida, Inc. on January 2, 2002.

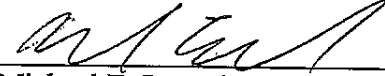
**Sixth:** The Plan of Merger was adopted by the Board of Directors of MCSi-Florida, Inc. on January 2, 2002.

FILED  
2002 APR 11 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

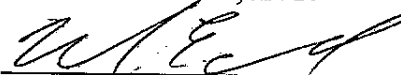
Articles of Merger  
Page 2

The undersigned, being duly authorized officers of MCSi, Inc. and MCSi-Florida, Inc., have executed these Articles of Merger on this 2<sup>nd</sup> day of January 2002.

**MCSi, INC.**

  
\_\_\_\_\_  
Michael E. Peppel  
Chairman, President and CEO

**MCSi-FLORIDA, INC.**

  
\_\_\_\_\_  
Michael E. Peppel  
Vice President

## **EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
MCSi-FLORIDA, INC.  
AND  
MCSi, INC.**

This Agreement and Plan of Merger ("Plan of Merger"), dated January 2, 2002, is by and between MCSi-Florida, Inc. (the "Subsidiary"), incorporated under the laws of the State of Florida on March 9, 1999 and MCSi, Inc. (the "Parent"), a Maryland corporation.

**WITNESSETH:**

**WHEREAS**, the Board of Directors of the Parent and the Board of Directors of the Subsidiary believe that it is in the best interests of each of such entities and in the best interest of the Parent's stockholders that the Subsidiary merge with and into the Parent; and,

**WHEREAS**, the Parent will remain as the surviving corporation, and the Subsidiary will be the disappearing corporation.

**NOW, THEREFORE**, in consideration of the Plan of Merger, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree, subject to the conditions hereinafter set forth, as follows:

**ARTICLE I  
DEFINITIONS**

Except as otherwise provided herein, the capitalized terms set forth below shall have the following meanings:

**1.1 "Effective Time"** shall mean the date and time at which the merger contemplated by this Plan of Merger becomes effective as provided in Section 2.2 of this Plan of Merger.

**1.2 "Merger"** shall refer to the merger of the Subsidiary with and into the Parent as provided in Section 2.1 of this Plan of Merger.

**1.3 "Merging Corporations"** shall collectively refer to the Subsidiary and the Parent.

**1.4 "Surviving Corporation"** shall refer to the Parent as the surviving corporation of the Merger.

**1.5 "Subsidiary Common Stock"** shall refer to the 1,000 shares of common stock, no par value per share, of the Subsidiary which represents 100% of the issued and outstanding

shares of capital stock of the Subsidiary. The Parent currently owns 1,000 shares of the Subsidiary Common Stock.

## **ARTICLE II TERMS OF THE MERGER**

### **2.1 The Merger.**

(a) Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, the Subsidiary shall be merged with and into the Parent. The Parent shall be the Surviving Corporation of the Merger, and the Subsidiary will be the disappearing corporation.

(b) As a result of the Merger, automatically and without further act of the parties hereto or the stockholder of the Subsidiary, each share of the Subsidiary Common Stock owned by the Parent shall be canceled with all dissenters' rights being waived.

(c) At the Effective Time, the Parent shall be considered the same business and corporate entity as each of the Merging Corporations and thereupon and thereafter all the property, rights, powers and franchises of each of the Merging Corporations shall vest in the Surviving Corporation and the Surviving Corporation shall be subject to and be deemed to have assumed all of the debts, liabilities, obligations and duties of each of the Merging Corporations and shall have succeeded to all of each of their relationships, fiduciary or otherwise, as fully and to the same extent as if such property, rights, privileges, powers, franchises, debts, obligations, duties and relationships had been originally acquired, incurred or entered into by the Surviving Corporation. In addition, any reference to either of the Merging Corporations in any contract, instrument or document, whether executed or taking effect before or after the Effective Time, shall be considered a reference to the Surviving Corporation if not inconsistent with the other provisions of the contract, instrument or document; and any pending action or other judicial proceeding to which either of the Merging Corporations is a party shall not be deemed to have abated or to have been discontinued by reason of the Merger, but may be prosecuted to final judgment, order or decree in the same manner as if the Merger had not been made or the Surviving Corporation may be substituted as a party to such action or proceeding, and any judgment, order or decree may be rendered for or against it that might have been rendered for or against either of the Merging Corporations if the Merger had not occurred.

**2.2 Effective Time.** The Merger shall become effective as of the close of business on the later of the effective date of the Articles of Merger filed with the Maryland State Department of Assessments and Taxation with respect to the Merger and the effective date of the Articles of Merger filed with the Florida Department of State, Division of Corporations, with respect to the Merger.

**2.3 Name of the Surviving Corporation.** The name of the Surviving Corporation shall be "MCSi, Inc."

**2.4 Articles of Incorporation.** On and after the Effective Time, the Articles of Incorporation of the Parent shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

**2.5 Bylaws.** On and after the Effective Time, the Bylaws of the Parent shall be the Bylaws of the Surviving Corporation until amended in accordance with applicable law.

**2.6 Directors and Officers.** On and after the Effective Time, until changed in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation, (i) the directors of the Surviving Corporation shall be the individuals who serve as directors of the Parent, and (ii) the officers of the Surviving Corporation shall be the individuals who serve as officers of the Parent. The directors and officers of the Surviving Corporation shall hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

### **ARTICLE III MISCELLANEOUS**

**3.1 Mailing Requirement.** The Parent, as sole shareholder of the Subsidiary, waives the requirement to receive, by mail, written notice of the approval of this Plan of Merger by the respective Boards of Directors of the Parent and the Subsidiary and a copy or summary of the Plan of Merger.

**3.2 Amendments.** This Agreement may be amended or supplemented at any time by mutual agreement of the Subsidiary and the Parent. Any waiver, amendment, or supplement hereof shall be in writing and signed by the Parent and Subsidiary.

**3.3 Successors.** This Merger Agreement shall be binding on the successors of the Parent and Subsidiary. This Merger Agreement may not be assigned by the Parent or the Subsidiary.

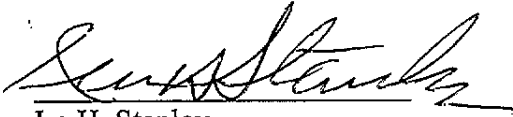
**[This Space is Intentionally Left Blank.]**

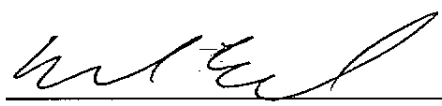


IN WITNESS WHEREOF, the Parent and the Subsidiary have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first above written.

MCSi, INC.

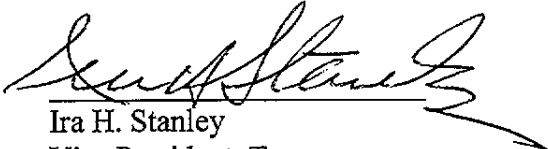
ATTEST:

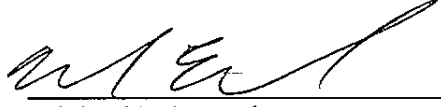
By:   
Ira H. Stanley  
Vice President and  
Chief Financial Officer

By:   
Michael E. Peppel  
Chairman, President and  
Chief Executive Officer

MCSi-FLORIDA, INC.

ATTEST:

By:   
Ira H. Stanley  
Vice President, Treasurer  
and Secretary

By:   
Michael E. Peppel  
Vice President