Division of Corporations

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40000003

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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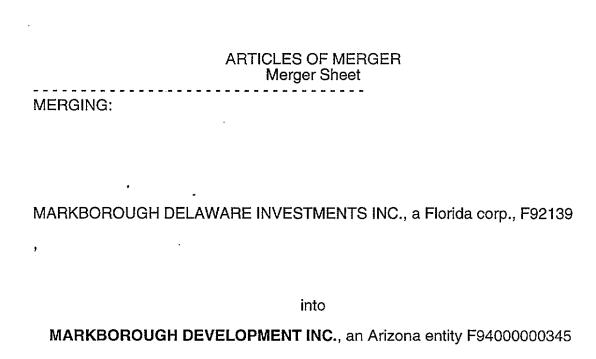
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MERGER OR SHARE EXCHANGE

MARKBOROUGH DEVELOPMENT INC.

Certificate of Status	0
Certified Copy	0
Page Count	4 .
Estimated Charge	\$70.00



File date: December 31, 2001

Corporate Specialist: Susan Payne

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 31, 2001

MARKBOROUGH DEVELOPMENT INC. METRO CENTER ONE STATION PLACE STAMFORD, CT 06902US

SUBJECT: MARKBOROUGH DEVELOPMENT INC.

REF: F94000000345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the merging corp. is MARKBOROUGH DELAWARE INVESTMENTS INC. (NO COMMA IN THE NAME). Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne Senior Section Administrator FAX Aud. #: H01000124664 Letter Number: 301A00067690



ARTICLES OF MERGER

OF

MARKBOROUGH DELAWARE INVESTMENTS INC.

AND

MPI CORP.

To the Department of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic whollyowned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

- 1. Annexed hereto and made a part hereof is the Plan of Merger for merging MARKBOROUGH DELAWARE INVESTMENTS INC. with and into MPI CORP, as approved by the Board of Directors of MARKBOROUGH DELAWARE INVESTMENTS INC, on December 17, 2001 and adopted at a meeting by the Board of Directors of MPI CORP, on December 17, 2001.
- 2. The merger of MARKBOROUGH DELAWARE INVESTMENTS, INC. with and into MPI CORP, is permitted by the laws of the jurisdiction of organization of MPI CORP, and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of MPI CORP, was December 17, 2001.
 - 3. Shareholder approval was not required for the merger.
- 4. The effective time and date of the merger herein provided for in the State of Florida shall be December 31, 2001.

Executed on December 17, 2001.

MARKBOROUGH DELAWARE INVESTMEATS INC

Ву:

ámés R. Schurr

Vice President

MPI CORR

By:

James R. Schurr Vice President

#10 FL Another & Franketter Delinearing MPI Corp FL BC DecARTICLES OF MERGER S>F D>F 10/96-1 (FLDSINFF)

PLAN OF MERGER

- "1. MPI CORP., which is a business corporation of the State of Arizona and is the parent corporation and the owner of all of the outstanding shares of MARKBOROUGH DELAWARE INVESTMENTS INC., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges MARKBOROUGH DELAWARE INVESTMENTS INC. into MPI CORP, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the Jurisdiction of organization of MPI CORP.
- "2. The separate existence of MARKBOROUGH DELAWARE INVESTMENTS INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and MPI CORP, shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- "3. The Issued shares of MARKBOROUGH DELAWARE INVESTMENTS INC. shall not be converted in any manner, but each sald share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
- "4. The Board of Directors and the proper officers of MPI CQRP, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."