

Division of Corporations

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F94000000345**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**MARKBOROUGH DEVELOPMENT INC.**

Certificate of Status	0
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1/2/02
merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

MARKBOROUGH DELAWARE INVESTMENTS INC., a Florida corp., F92139

into

MARKBOROUGH DEVELOPMENT INC., an Arizona entity F94000000345

File date: December 31, 2001

Corporate Specialist: Susan Payne

DEC. -31' 01 (MON) 15:00

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P.002

Department of State 12/31/2001 12:32 PM



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
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RESUBMIT
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
OF
MARKBOROUGH DELAWARE INVESTMENTS INC.
AND
MPI CORP.

FILED
01 DEC 31 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned 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 INVESTMENTS INC.

By:


James R. Schurr
Vice President

MPI CORP.

By:


James R. Schurr
Vice President

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 said 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 CORP. 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."