

F97000005140



ACCOUNT NO. : 072100000032

REFERENCE : 400031 - 4351650

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piguet

ORDER DATE : October 5, 1999

ORDER TIME : 3:29 PM

300003014013--8

ORDER NO. : 400031-010

CUSTOMER NO: 4351650

CUSTOMER: Mr. Steve Marshall
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

FILED
99 OCT 13 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: KEYSTONE CONSULTING GROUP,
INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

RECEIVED
99 OCT 13 PM 4:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.

CONTACT PERSON: Tamara Odom

C. COULLETTE OCT 14 1999

LA doesn't issue certs re: amend

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Keystone Consulting Corporation
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. 10/1/97
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 7, 1999
5. Management Principals, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Marc M. Mayo
Signature

9/15/99
Date

Marc M. Mayo
Typed or printed name

Secretary
Title

FILED
99 OCT 13 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92800320
CONTROL NUMBER : K719570
DATE INC/AUTH/FILED: 05/30/1997
JURISDICTION : GEORGIA
PRINT DATE : 10/07/1999
FORM NUMBER : 215

CSC NETWORKS, INCC.
ATTN: DAVID HOLCOMB
1201 HAYS ST
TALLAHASSEE, FL 32301

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

MANAGEMENT PRINCIPALS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91590754
CONTROL NUMBER : K719570
EFFECTIVE DATE: 06/07/1999
REFERENCE : 0045
PRINT DATE : 06/08/1999
FORM NUMBER : 611

AXIS RESEARCH, INC.
DAVID HOLCOMB
70 MANSELL CT. STE. 100
ROSWELL, GA 30076

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

KEYSTONE CONSULTING GROUP, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

MANAGEMENT PRINCIPALS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

K91590754

K719510
K91590751

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
KEYSTONE CONSULTING GROUP, INC.**

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is Keystone Consulting Group, Inc.
2. Article I. of the Articles of Incorporation is amended in its entirety to read as follows:

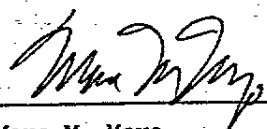
The name of the corporation is "Management Principals, Inc."

3 The amendment herein provided for was duly adopted by the Board of Directors of the corporation on May 25th, 1999, in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code.

4. The amendment was adopted by the Board of Directors without Shareholder action, and Shareholder action was not required in accordance with the provisions of Section 14-2-1002(8) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, Keystone Consulting Group, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its Secretary this 25th day of May, 1999.

KEYSTONE CONSULTING GROUP, INC.

By: 
Marc M. Mayo
Secretary

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 971570539
CONTROL NUMBER: 9719570
EFFECTIVE DATE: 06/06/1997
REFERENCE : 0091
PRINT DATE : 06/06/1997
FORM NUMBER : 611

POWELL, GOLDSTEIN, FRAZER & MURPHY
JAMES K. WAGNER, JR.
191 PEACHTREE ST NE, 16TH FLOOR
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

**KEYSTONE ACQUISITION CORP.
A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the office of the Secretary of
State changing its name to

KEYSTONE CONSULTING GROUP, INC.

and has paid the required fees as provided by Title 14 of the
Official Code of Georgia Annotated. Attached hereto is a true and
correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

9719570
971570539

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KEYSTONE ACQUISITION CORP.

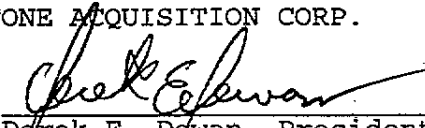
To the Secretary of State:

Pursuant to the provisions of the Georgia Business Corporation Code, Section 14-2-1006, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

- (1) The name of the corporation is: KEYSTONE ACQUISITION CORP.
- (2) The text of the amendment adopted is:
"ARTICLE I. The name of the Corporation shall be KEYSTONE CONSULTING GROUP, INC."
- (3) There is no exchange, reclassification, or cancellation of issued shares.
- (4) The amendment was duly adopted on June 6, 1997 by the board of directors without shareholder approval, as such approval is not required.
- (5) This amendment is to be effective upon filing with the Secretary of State.
- (6) The corporation certifies that a notice of Intent to file Articles of Amendment to change name of corporation and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

KEYSTONE ACQUISITION CORP.

By:


Derek E. Dewan, President

Dated:

June 6, 1997

CERTIFICATE OF PUBLICATION

The undersigned certifies that a request for publication of a Notice of Intent to File Articles of Amendment to the Articles of Incorporation of Keystone Acquisition Corp. to change the name of Keystone Acquisition Corp. to Keystone Consulting Group, Inc. has been delivered to the *Marietta Daily Journal* in accordance with the provisions of Section 14-2-1006.1(b) of the Georgia Business Corporation Code.

By: Brian A. Cromer
Brian A. Cromer
Attorney for Corporation

30034409.W51

(1) 4/5/09
65, 112, 412, 21 9 1100
11/15 10:11 11/15/09

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9719570
EFFECTIVE DATE: 05/30/1997
COUNTY : FULTON
REFERENCE : 0091
PRINT DATE : 06/02/1997
FORM NUMBER : 311

CT CORPORATION SYSTEM
RUDENE REMBERT
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

**KEYSTONE ACQUISITION CORP.
A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia
on the effective date stated above by the filing of articles of
incorporation in the office of the Secretary of State and by the
paying of fees as provided by Title 14 of the Official Code of
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

ARTICLES OF INCORPORATION

OF

KEYSTONE ACQUISITION CORP.

I.

The name of the corporation is "KEYSTONE ACQUISITION CORP."

II.

The number of shares the corporation is authorized to issue is 1,000.

III.

The street address of the initial registered office of the corporation is c/o C T CORPORATION SYSTEM, 1201 Peachtree St., NE, Atlanta, Fulton County, GA 30361 and the initial registered agent of the corporation at such address is C T CORPORATION SYSTEM.

IV.

The name and address of each incorporator is:

Susan J. Metze 441 Vine Street, Ste. 3810, Cincinnati, Ohio 45202

V.

The mailing address of the initial principal office of the corporation is 1600 Parkwood Circle, Ste. 500, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation May 29, 1997.

Susan J. Metze
Susan J. Metze
Incorporator

SECRETARY OF STATE
MAY 30 11 46 AM '97
BSR (1)



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 971530175 PENDING CONTROL # _____ CONTROL # 9719510
Docket Code 311 Corporation Type DP
Date Filed 5/30/97 Amount Received \$ 160 Check/Receipt # _____
Jurisdiction (County) Code 060 Fulton
Examiner 91 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 971280171
Corporate Name Reservation Number
KEYSTONE ACQUISITION CORP.
Corporate Name (exactly as appears on name reservation)
2. Susan Metze c/o C T Corporation System 800-800-4447
Applicant / Attorney Telephone Number
441 Vine Street, Ste. 3810
Address
Cincinnati, OH 45202
City State Zip Code
3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)
 1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
 2. ORIGINAL ARTICLES OF INCORPORATION
 3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

Susan J. Metze
Authorized Signature

Susan J. Metze

Date