

F99000000027L



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099471 4329479

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : January 14, 1999

ORDER TIME : 1:55 PM

ORDER NO. : 099471-010

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
Baker & Hostetler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

7000002742357--6

FOREIGN FILINGS

* File 2nd

NAME: MSC ACQUISITION CORP.

FILED
99 JAN 14 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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99 JAN 14 PM 2:23
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. MSC Acquisition Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Ohio

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. October 13, 1998

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Date of filing of this application

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155,

7. 6480 Rockside Woods Blvd., South, #330

Cleveland, Ohio 44131

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be formed in Florida

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Deborah D. Skipper as agent

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Keith W. Reeves

Address: 6480 Rockside Woods Blvd. South, Ste. 330

Cleveland, OH 44131

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Keith W. Reeves

Address: 6480 Rockside Woods Blvd. South, Ste. 330

Cleveland, OH 44131

Vice President: _____

Address: _____

Secretary: Barbara A. Rutigliano

Address: 6480 Rockside Woods Blvd. South, Ste. 330

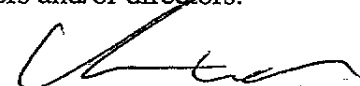
Cleveland, OH 44131

Treasurer: Jocelyn A. Bradford

Address: 6480 Rockside Woods Blvd. South, Ste. 330

Cleveland, OH 44131

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Keith W. Reeves

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show MSC ACQUISITION CORP., an Ohio Corporation, Charter No. 1037705, principal location in Cleveland, County of Cuyahoga, incorporated on October 13, 1998, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
October 27, 1998

Bob Taft

Bob Taft
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 14 PM 3:02

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