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ACCOUNT NO. : 072100000032  
REFERENCE : 099471 4329479  
AUTHORIZATION : Patricia Pizutto  
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  
700002742357--6

FOREIGN FILINGS

~~\* file 2nd~~

NAME: MSC ACQUISITION CORP.

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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 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 13, 1998 5. Perpetual  
(Date of Incorporation) (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: \_\_\_\_\_  
\_\_\_\_\_

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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

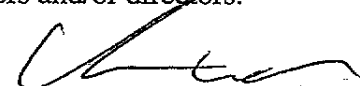
Cleveland, OH 44131

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)

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

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