THE UNITED STATES **CORPORATION** ACCOUNT NO. : 072100000032 : 109057 REFERENCE AUTHORIZATION \$ 43.75 COST LIMIT ORDER DATE: January 22, 1999 ORDER TIME: 8:33 AM 300002786843--6 ORDER NO. : 109057-005 CUSTOMER NO: 4329479 CUSTOMER: Alexandra Jensen, Legal Asst Baker & Hostetler 200 South Orange Avenue Suntrust Center Suite 2300 Orlando, FL 32802-0112 FOREIGN FILINGS NAME: MSC AQUISITION CORP. _ CORPORATE PROFIT LIMITED PARTNERSHIP NON-PROFIT XXXX AMENDMENT PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: ___ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

M07/7/0



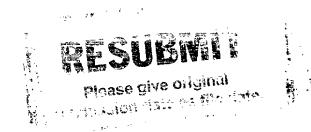
FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 25, 1999

CSC ROBERT MAXWELL TALLAHASSEE, FL

SUBJECT: MSC ACQUISITION CORP.

Ref. Number: F99000000270



We have received your document for MSC ACQUISITION CORP. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The certificate from the state of Ohio show the amendment was filed February 2, 1999. Please correct number 4 accordingly.

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) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 899A00008789



FLORIDA DEPARTMENT OF STATE

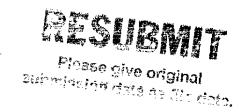
Katherine Harris Secretary of State

February 26, 1999

CSC ROBERT MAXWELL TALLAHASSEE, FL

SUBJECT: MSC ACQUISITION CORP.

Ref. Number: F9900000270



We have received your document for MSC ACQUISITION CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The wrong date was changed on the document. The date on number 3 should be January 14, 1999 and the date on number 4 should be February 2, 1999.

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) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 499A00008968

DIVISION OF CORPORATION

99 FEB 26 AM 11: 24

Typed or printed name

Title

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.	MSC Acquisition Corp. Name of corporation as it appears on the records of the Department of State.	
2.	Ohio Ohio Incorporated under the laws of Ohio Date authorized to do business in Florida	. 19
	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?	
5.	Information Technology Advisors and Consultants, 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.	
	New Duration	
•	If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.	
	New Jurisdiction	÷
	1/21/99	
	Signature Date Keith W. Reeves President	
_	riesident	

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

I, J. Kenneth Blackwell, 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 Certificate of AMENDMENT to the ARTICLES OF INCORPORATION of MSC ACQUISITION CORP., an Ohio corporation, Charter No. 1037705, changing its Corporate title to: INFORMATION TECHNOLOGY ADVISORS AND CONSULTANTS, INC., was filed in this office on February 2nd, 1999 of the Records of Incorporation. Said corporation, INFORMATION TECHNOLOGY ADVISORS AND CONSULTANTS, INC., an Ohio corporation, Charter No. 1037705, having its principal location in Cleveland, County of Cuyahoga, was incorporated on October 9th, 1998 is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at Columbus, Ohio on February 23, 1999

Euneth Blackwell

J. Kenneth Blackwell
Secretary of State