

F99000000270



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 109057 4329479
AUTHORIZATION : Patricia Pruitt
COST LIMIT : \$ 43.75

ORDER DATE : January 22, 1999
ORDER TIME : 8:33 AM
ORDER NO. : 109057-005
CUSTOMER NO: 4329479

300002786843--6

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.

XX PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT n/c

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

FILED
99 FEB 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 25 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1097/760



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 1999

CSC
ROBERT MAXWELL
TALLAHASSEE, FL

SUBJECT: MSC ACQUISITION CORP.
Ref. Number: F99000000270

RESUBMIT

Please give original
submission date as file date.

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

RECEIVED
59 FEB 26 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

CSC
ROBERT MAXWELL
TALLAHASSEE, FL

SUBJECT: MSC ACQUISITION CORP.
Ref. Number: F9900000270

RESUBMIT

Please give original
submission date as file date.

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

RECEIVED
99 FEB 26 AM 11:24
DIVISION OF CORPORATION

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
Incorporated under the laws of

3. January 14, 1999
Date authorized to do business in Florida

FILED
99 FEB 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, 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? February 2, 1999.

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

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

1/21/99
Date

Keith W. Reeves
Typed or printed name

President
Title

**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

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State