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FLORIDA PROFIT CORPORATION OR P.A.

MSC ACQUISITION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
MSC ACQUISITION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is MSC Acquisition, Inc (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is MSC Acquisition, Inc., 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

**ARTICLE III  
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is one hundred ten thousand (110,000) shares consisting of (i) one hundred thousand (100,000) shares of common stock, par value \$0.01 per share (the "Common Stock") and (ii) ten thousand (10,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

The designations, preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

1. **Provisions Relating to the Common Stock.**

- (a) **Voting Rights.** Except as otherwise required by law or as may be provided by resolution of the Board of Directors authorizing the issuance of any class or series of Preferred Stock in accordance with Section B of this Article III, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.
- (b) **Dividends.** Except as otherwise provided by law or as may be provided by resolution of the Board of Directors authorizing the issuance of any class or series of Preferred Stock in accordance with Section B of this Article III, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

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- (c) Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by resolution of the Board of Directors authorizing the issuance of any class or series of Preferred Stock in accordance with Section B of this Article III, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

2. Provisions Relating to the Preferred Stock.

- (a) General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.
- (b) Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state, by the resolution or resolutions from time to time adopted by the Board of Directors providing for the issuance thereof, the following:
- (i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
  - (ii) the number of shares to constitute the class or series and the designations thereof;
  - (iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
  - (iv) whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
  - (v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be

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established, the annual amount thereof and the terms and provisions relative to the operation thereof;

- (vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (viii) whether or not and the circumstances under which the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (ix) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### **ARTICLE IV** **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

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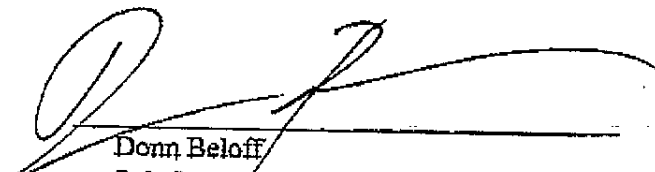
**ARTICLE V**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

**ARTICLE VII**  
**AFFILIATED TRANSACTIONS**  
**AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on February 6, 2002.

  
Donn Beloff  
Sole Incorporator

Address: Akerman Senterfitt & Eidson, P.A.  
350 East Las Olas Blvd.  
Suite 1600  
Fort Lauderdale, FL 33301

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MSC ACQUISITION, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7<sup>th</sup> day of February, 2002.

American Information Services, Inc.

By: Nery C. Toledo, Asst. Sec.  
Nery C. Toledo, Assistant Secretary

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