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Division of Corporations

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BASIC AMENDMENT

MSC ACQUISITION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amend
38
12/31/02

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

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned Vice President of MSC Acquisition, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Florida Department of State these Articles of Amendment to its Articles of Incorporation to read as follows:

1. ARTICLE III of the Corporation's Articles of Incorporation is hereby amended by deleting the text of the first paragraph of ARTICLE III in its entirety and substituting in its place the following:

"The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is one hundred and one million (101,000,000) shares consisting of (i) one hundred million (100,000,000) shares of common stock, par value of \$0.01 per share (the "Common Stock") and (ii) one million (1,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock")."

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. Pursuant to § 607.1003(6) of the Act, this Amendment to the Articles of Incorporation was approved by the directors and shareholders of the Corporation by unanimous written consent effective November 27, 2002. Therefore, the number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 27th day of December, 2002.

MSC ACQUISITION, INC.

By: [Signature]
Rick Rosen
Vice President

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