

P0500004605Z

Florida Department of State
Division of Corporations
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From:
Account Name : CORPDIRECT AGENTS, INC.
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2409-36418

MERGER OR SHARE EXCHANGE
MUSTANG MSC-FLORIDA ACQUISITION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	66/68
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TALLAHASSEE, FLORIDA**RECEIVED**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 31, 2005

MUSTANG MSC-FLORIDA ACQUISITION, INC.
TWO CANAL PARK 4TH FLOOR
CAMBRIDGE, MA 02141

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: MUSTANG MSC-FLORIDA ACQUISITION, INC.
REF: P05000046052

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 245-6908.

Anna Chesnut
Document Specialist

FAX Aud. #: H05000078646
Letter Number: 005A00022094

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER

The following articles of merger (the "Articles of Merger") are being submitted in accordance with Section 607.1105 of the Florida Statutes.

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mustang MSC-Florida Acquisition, Inc. Two Canal Park, 4 th Floor Cambridge, MA 02141	Florida	Corporation

Florida Document/Registration Number:

P05000046052

FEI Number: 20-2577190

SECOND: THE MERGING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MSC Acquisition, Inc. 11764-1 Marco Beach Road Jacksonville, Florida 32259	Florida	Corporation

Florida Document/Registration Number:

P02000014283

FEI Number: 02-0547070

THIRD: The Plan of Merger is attached.**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.**FIFTH:** In accordance with applicable Florida law, the Plan of Merger was approved by the Shareholders and Directors of the surviving corporation on March 29, 2005.**SIXTH:** ~~In accordance with applicable Florida law, the Plan of Merger was approved by the Shareholders and Directors of the merging corporation on March 29, 2005.~~

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TALLAHASSEE, FLORIDA

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REQUIRED SIGNATURES FOR EACH ENTITY:

SURVIVING PARTY:

Mustang MSC-Florida Acquisition, Inc., a Florida corporation

By: 
Name: Adam Doctoroff
Title: Vice President

MERGING PARTY:

MSC Acquisition, Inc., a Florida corporation

By: 
Name: Adam Doctoroff
Title: Vice President

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PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), which was adopted and approved as of the 29th day of March, 2005, by the parties hereto, and is submitted in compliance with the provisions of Section 607 of the Florida Business Corporation Act.

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mustang MSC-Florida Acquisition, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
MSC Acquisition, Inc.	Florida

THIRD: THE MERGER OF SUBSIDIARY CORPORATION

1. On the Effective Date, the Merging Corporation shall cease, and the Merging Corporation shall be merged into the Surviving Corporation in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation. All and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent of the Merging Corporation. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Corporation shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. On the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. On the Effective Date, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

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4. On the Effective Date, the shareholders of the Surviving Corporation shall continue to be the shareholders of the Surviving Corporation until additional shareholders are added or substituted.

5. The Surviving Corporation shall pay all expenses incident to this merger.

6. Subsequent to the Effective Date, the Merging Corporation shall not issue, sell, or issue rights to subscribe to, any shares of their capital stock or declare any dividends on their capital stock.

7. Subsequent to the Effective Date, the Merging Corporation not shall incur any obligations, whether by contract or otherwise, except those incurred pursuant to existing agreements and arrangements and those incurred in the ordinary course of business. Additionally, subsequent to the Effective Date, the Merging Corporation shall not dispose of any material portion of their business or property.

8. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Corporation the appropriate officers and directors of the Merging Corporation shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

FOURTH: MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

1. On the Effective Date, all shares of common stock of the Merging Corporation (the "Shares") which shall be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional Shares of the Merging Corporation, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS

Notwithstanding the foregoing, shareholders of the Merging Corporation who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of Section 607 of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

The Surviving Corporation, as the shareholder of the Merging Corporation, hereby waives all rights to notice and all rights to dissent with respect to the merger.

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SIXTH: EFFECTIVE DATE

As used in this Agreement, the term "Effective Date" shall mean the date upon which Articles of Merger are filed with the Florida Department of State, as provided for in Section 607.1105 of the Florida Business Corporation Act.

[Signatures on the next page]

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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of March 31, 2005.

MUSTANG MSC-FLORIDA ACQUISITION,
INC., a Florida corporation

By: 

Name: Adam Doctoroff
Title: Vice President

MSC ACQUISITION, INC., a Florida corporation

By: 

Name: Adam Doctoroff
Title: Vice President