

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171

800-342-8086

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07-00000032

REFERENCE : S85435 3943A

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 122.50

ORDER DATE : April 26, 1995

ORDER TIME : 2:04 PM

ORDER NO. : S85435

CUSTOMER NO: 3943A

600001468636

CUSTOMER: Linda Day, Legal Assistant
ROPES & GRAY

One International Place

Boston, MA 02110-2624

DOMESTIC FILING

NAME: MC ACQUISITION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAY - 1 1995

FILED
95 APR 28 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FILED
95 APR 28 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MC ACQUISITION, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MC Acquisition, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

67 Batterymarch Street, Boston, MA 02110

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000 shares of common stock, \$.01 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

William George
c/o Ropes & Gray
One International Place
Boston, MA 02110-2624

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25 day of April, 1995.



William George Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MC Acquisition, Inc.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gail Shelby
(Signature)

Gail Shelby, as its agent

P95000033655

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

MC ACQUISITION, INC., a Florida corporation P95000033655

INTO

DAS MANAGEMENT GROUP, INC., a Florida corporation, M43828

File date: July 26, 1995

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50