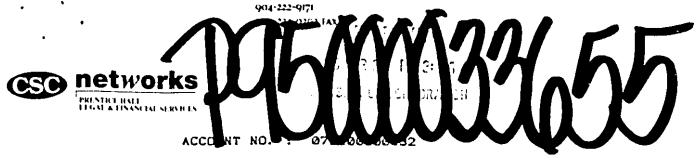
izoi Hays Street Tallahassee, FL 32301

800-342-8086



REFERENCE :

585435

3943A

AUTHORIZATION :

latucia Point

COST LIMIT :

9 122.50

ORDER DATE: April 26, 1995

ORDER TIME : 2:04 PM

ORDER NO. : 585435

CUSTOMER NO: 3943A

CUSTOMER: Linda Day, Legal Assistant

ROPES & GRAY

One International Place

Boston, MA 02110-2624

DOMESTIC FILING

NAME: MC ACQUISITION, INC.

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

6000001468636

ARTICLES OF INCORPORATION



OF

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 malling 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 INCORPORATORISI

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

ndersigned	incorporator(s) I	nas(have) executed	these Articles of Incorporati
25	day of	April	19 _95
	(.12	
	1 111:	Jeorge	
Willia	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 & 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:	SECRETARIAN TO SECRET
	Corporation Service Company	SSEE .
	(Name)	35
	1201 Hays Street	The state of the s
	(P.O. Box not acceptable)	
	Tallahassee, FL 32301	
	(City/State/Zip)	

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, as its agent



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