

F9500002345



ACCOUNT NO. : 072100000032

REFERENCE : 597439 869010

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : May 11, 1995

ORDER TIME : 11:39 AM

ORDER NO. : 597439

700001484137

CUSTOMER NO: 869010

CUSTOMER: Ms. Ann Quadron

~~W431111111~~
RECEIVED
95 MAY 11 PM 12:12
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: SANDHURST ASSOCIATES, LTD.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

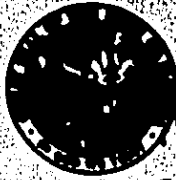
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

5/12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 11 PM 1:49

CONTACT PERSON: Jennifer Moran



RECEIVED

95 MAY 12 AM 10:45

FLORIDA DEPARTMENT OF STATE
Sandra B. Morther
Secretary of State

May 11, 1995

GSC-NETWORKS

Please keep date
Resubmit

SUBJECT: SANDHURST ASSOCIATES, INC.
Ref. Number: W95000010069

We have received your document(s) in this office, however, the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

A d/b/a cannot be listed in the application. Please delete the d/b/a name listed in section 1 of the application.

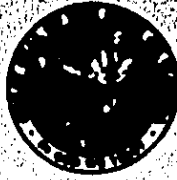
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995A00024089

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SECRETARY OF STATE
95 MAY 11 PM 1:49



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

CSC NETWORKS

Resubmit

Please keep May 11, date

SUBJECT: SANDHURST ASSOCIATES, LTD.
Ref. Number: W95000010069

We have received your document for SANDHURST ASSOCIATES, LTD. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, COMPANY, or CO.

A d/b/a cannot be listed in the application. Please delete the d/b/a name listed in Section 1 of the application.

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 (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 795A00024484

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. SANDHURST ASSOCIATES, Ltd. Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York
(State or country under the law of which it is incorporated)
3. 13-3653500
(FEI number, if applicable)
4. January 27, 1992
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o Fisher Brothers
7. 299 Park Avenue
New York, NY 10171
Att: Samuel Kleiner, Esq.
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the Business Corporation law of the State of New York
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite #105
Tallahassee, Florida, 32301
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
The Prentice-Hall Corporation System, Inc.
By: Marcia A. Havner, Asst. Secy.
(Registered agent's signature)
Marcia A. Havner, Assistant Secretary
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 11 PM 1:19

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached Rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

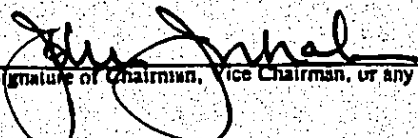
Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John J. Whalen, President
(Typed or printed name and capacity of person signing application)

RIDER
DIRECTORS

| NAME | ADDRESS |
|-------------------|---------------------------------------|
| Richard L. Fisher | 299 Park Avenue New York, NY 10171 |
| M. Anthony Fisher | 299 Park Avenue New York, NY 10171 |
| Arnold Fisher | 299 Park Avenue New York, NY 10171 |
| John J. Whalen | 299 Park Avenue New York, NY 10171 |

OFFICERS

| NAME | TITLE | ADDRESS |
|------------------|-----------------------------|---------------------------------------|
| John J. Whalen | President | 299 Park Avenue New York, NY 10171 |
| Kenneth Fisher | Vice President | 299 Park Avenue New York, NY 10171 |
| Sam Kleiner | Secretary | 299 Park Avenue New York, NY 10171 |
| Samuel Rosenberg | Treasurer and Controller | 299 Park Avenue New York, NY 10171 |

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Department of State

I hereby certify, that the certificate of incorporation of SANDHURST ASSOCIATES, LTD. was filed on 01/27/1992, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of May
one thousand nine hundred and
ninety-five.



Alexander F. Trenchard

199505110046

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