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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Amherst Systems Inc.

6:44 PM
JAN 4 1999
STATE OF FLORIDA
TALLAHASSEE

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
JAN 4 1999
9:01 AM
STATE OF FLORIDA
TALLAHASSEE

AL JAN 4 - 1999

Ordered By: _____

Date: _____

***APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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

1. AMHERST SYSTEMS INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. DELAWARE

(State or country under the law of which it is incorporated)

3. 10/18/91 (DEL.) 5/7/75 (NY)

(Date of Incorporation)

4. INDEFINITE

(Duration)

5. 16-1045733

(Federal Employer Identification number, if applicable)

6. 6/1/98

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 30 WILSON RD, BUFFALO, NY 14221

(Current mailing address)

8. ENGINEERING AND MANUFACTURING (FLORIDA SELLING)

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: CHARLES E. DOWDELL

Address: 30 WILSON RD

BUFFALO NY 14221

Vice Chairman: _____

Address: _____

Director: DONALD A HESS

Address: 30 WILSON RD

BUFFALO NY 14221

Director: EDWARD G EBERL

Address: 30 WILSON RD

BUFFALO NY 14221

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B. Officers:

President: CHARLES E DOWDELL

Address: 30 WILSON RD
BUFFALO NY 14221

Vice President: EDWARD G EBERL

Address: 30 WILSON RD
BUFFALO NY 14221

Secretary: DONALD A HESS

Address: 30 WILSON RD
BUFFALO NY 14221

Treasurer: DONALD A HESS

Address: 30 WILSON RD
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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: NationsCorp Registered Agents, Inc.

Office Address: 526 E. Park Ave.

Tallahassee, Florida 32301

Zip Code

11. 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.

Registered agent's signature: Buty B Young

12. 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.

13. Dr. W. H. H.

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. DONALD A HESS, SECRETARY

(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMHERST SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMHERST SYSTEMS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 1991.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9488108

DATE: 12-28-98