

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0971
(922) 0971

000-342-0086



networks

PROFESSIONAL
REGULATED SOCIAL SERVICES

ACCOUNT NO. 5721 0000 0000

REFERENCE # 795549 4367113

AUTHORIZATION #

Patricia Pyjett

COST LIMIT # \$ 122.50

ORDER DATE # January 8, 1996

ORDER TIME # 12:47 PM

ORDER NO. # 795549

CUSTOMER NO# 4367113

100001681721

CUSTOMER# Ronald A. Burgess, Legal Asst
NASON GILDAN YEAGER AND
GERSON, P.A.
Suite 1200
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

EFFECTIVE DATE
JAN - 1 1996

DOMESTIC FILING

NAME# PROMIT, 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: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
96 JAN -8 PM 2 10
DIVISION OF CORPORATION
FILED
96 JAN -8 AM 8 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN - 9 1996

EFFECTIVE DATE
JAN - 1 1996

ARTICLES OF INCORPORATION
OF
PROMIT, INC.

FILED
96 JAN -8 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

PROMIT, INC.

ARTICLE II

ADDRESS

The principal office address of the corporation is:

3300 PGA Boulevard.
Suite 520
Palm Beach Gardens, FL 33410

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws, but at no time shall the number of directors be less than one (1).

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the initial members of the Board of Directors who shall hold office until their successors shall have been duly elected or appointed and shall have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Monte Friedkin	7900 Glades Road Suite 400 Boca Raton, FL 33434
Robert Edrington	3300 PGA Boulevard Suite 520 Palm Beach Gardens, FL 33410

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

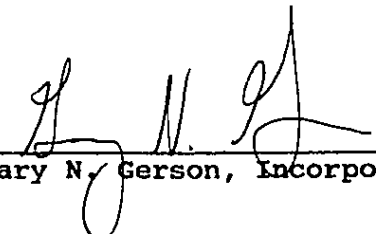
<u>Name</u>	<u>Street Address</u>
Gary N. Gerson	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, FL 33401

ARTICLE VIII

EFFECTIVE DATE

The effective date of the filing of these Articles of Incorporation shall be January 1, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 5th day of January, 1996.



 Gary N. Gerson, Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
96 JAN -8 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Promit, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, FL 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gary N. Gerson, Registered Agent

P96000002252

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1045 PALM BEACH LAKES BOULEVARD
SUITE 1800
WEST PALM BEACH, FLORIDA 33401

ALAN I. ANIMOUR II
CRAIG B. BARNETT
GARY N. GERSON
HERBERT L. GILDAN
PHILLIP C. GILDAN
ELAINE JOHNSON JAMES
JEFFREY B. KAHN
DUDAN FLEISCHNER KONNESPAN

TELEPHONE (801) 886-3307
TELEFAX (801) 886-6442

DOMENICK R. LIOCK
JOHN M. McDIVITT
NATHAN E. NABON
MARK A. PACHMAN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

January 20, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Promit, Inc. / Articles of Amendment
Our File No. 4633\10299

800002067650--3
-01/24/97--01043--022
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed herewith for filing is the original and one copy of Articles of Amendment for the referenced corporation changing its name to *21st Century Management, Inc.*, as well as a check for \$87.50 representing the \$35.00 filing fee and \$52.50 fee for a certified copy.

An envelope is also enclosed for your convenience in returning the certified copy to us.

Should you have any questions regarding the filing of the enclosed amendment, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, GILDAN, YEAGER, GERSON &
WHITE, P.A.

Georgina J. Popham
Georgina J. Popham
Legal Assistant

Enclosures: Amendment (2)
Check
Envelope

cc: Robert Edrington

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NC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PROMIT, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Promit, Inc., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation, as follows:

Article I is hereby amended to read as follows:

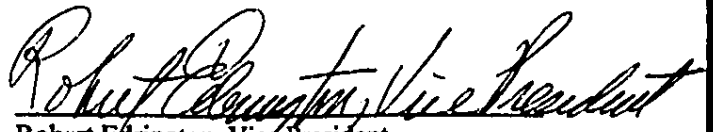
"ARTICLE I

Name

The name of this corporation shall be 21ST CENTURY MANAGEMENT, INC."

The foregoing Amendment to the Articles of Incorporation was approved and adopted unanimously by the members of the Board of Directors and all of the Shareholders entitled to vote by written consent dated January 7, 1997, in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given by the Board of Directors and the Shareholders, has executed these Articles of Amendment this 10th day of January, 1997.


Robert Edrington, Vice President

FILED
97 JAN 24 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA