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PRESTIGE  
TELECOMMUNICATIONS SERVICE ACCOUNT NO. DIVISION 002 006000032

REFERENCE : 056450 4724864

AUTHORIZATION *Patricia Piquit*  
COST LIMIT : \$ 70.00

ORDER DATE : August 16, 1996

ORDER TIME : 12:07 PM

ORDER NO. : 056450

500001824535

CUSTOMER NO: 4724864

CUSTOMER: Robert A. Sandler, Esq  
ROBERT SANDLER ESQUIRE

Suite 219  
12000 Biscayne Blvd.  
Miami, FL 33181

DOMESTIC FILING

NAME: ~~ENGLEWOOD CORPORATION~~

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

502-672  
W96-17249

*CP*  
8/21/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 16 PM 3:32



RECEIVED  
AUG 21 PM 1:55  
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 16 PM 3:32

August 10, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ENGLEWOOD CORPORATION  
Ref. Number: W96000017249

## RESUBMIT

Please give original  
submission date as file date.

We have received your document for ENGLEWOOD CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 696A00039212

ARTICLES OF INCORPORATION

OF

AMHERST CORPORATION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 16 PM 3:32

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation ( hereinafter called the "corporation" ) is AMHERST CORPORATION.

SECOND: The address, wherever located, of the principal office of the corporation is 12400 Biscayne Blvd., North Miami, Florida 33181.

THIRD: The mailing address of the corporation is 12400 Biscayne Blvd., North Miami, Florida 33181.

FOURTH: The number of shares that the corporation is authorized to issue is 200, all of which are without par value, and are of the same class, and are to be common shares with cumulative voting.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 12400 Biscayne Blvd., North Miami, Florida 33181.

The name of the initial registered agent of the corporation at the said registered office is Robert A. Sandler.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is: Robert A. Sandler, 12400 Biscayne Blvd., North Miami, Florida 33181.

SEVENTH: The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

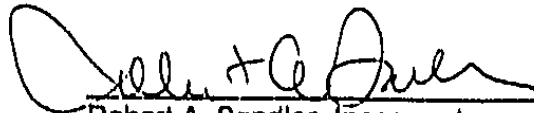
EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have

power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

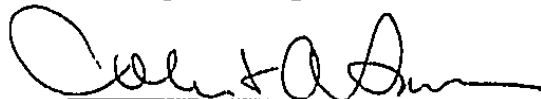
TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on August 14, 1996

  
Robert A. Sandler, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Date: August 14, 1996

  
Robert A. Sandler, Registered Agent

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DIVISION OF CORPORATIONS  
95 AUG 16 PM 3:32

P96000069754

**21st Century Holding Company**

3201 North Federal Highway  
Fort Lauderdale, FL 33306

Telephone (954) 564-4300  
Fax (954) 564-4373

December 10, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Change of Address for  
Amherst Corporation  
Document Number: P96000069754

Please be advised and note that the address for the above mentioned company has changed to:

3201 North Federal Highway  
Fort Lauderdale, Florida 33306

Thank you for your prompt attention to this matter. Please do not hesitate to contact me if you require additional information.

Sincerely,  
AMHERST CORPORATION

*Robert A. Sandler / RS*  
Robert A. Sandler

*RS 1/8*

P96000069754

**A PLUS DISCOUNT INSURANCE**

3201 North Federal Highway, Suite 201  
Fort Lauderdale, Florida 33306  
(954) 564-4300 office  
(954) 564-4373 fax

August 21, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

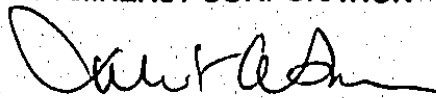
RE: Change of Address for:  
Amherst Corporation  
Document Number: P96000069754

Please be advised and note that the address for the above-mentioned corporation will be changed on or about September 10, 1997 to:

2800 West Oakland Park Boulevard, Suite 201  
Oakland Park, Florida 33311

Thank you for your prompt attention to this matter. Please do not hesitate to contact me if you require additional information.

Sincerely,  
AMHERST CORPORATION



Robert A. Sandler  
Corporate Officer

YS 8/28