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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 088130 4311473

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : September 17, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 088130

CUSTOMER NO: 4311473

100001348331

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: C-1 HOLDING CORP.

EFFECTIVE DATE:

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: Michael E. Klunk

EXAMINER'S INITIALS:

on 9/17/96

FILED
STATE
SECRETARY OF
CORPORATIONS
SEP 17 11:26



FLORIDA DEPARTMENT OF STATE
CORPORATIONS
SEP 17 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1996

CSC NETWORKS

The name C-1 HOLDING CORP. has been reserved for 120 days beginning September 4, 1996. The reservation number is R9600004212 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 896A00041422

ARTICLES OF INCORPORATION
OF
C-1 HOLDING CORP.

FILED
STATE
96 SEP 17 AM 11:26

ARTICLE I - NAME

The name of this corporation is C-1 HOLDING CORP. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal place of business and the mailing address of the Corporation is 2611 N. Hiatus Road, Suite 182, Cooper City, Florida 33026.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a

value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED

AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
David J. Holt	2611 N. Hiatus Road Suite 182 Cooper City, Florida 33026

ARTICLE VI - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
David J. Holt	2611 N. Hiatus Road Suite 182 Cooper City, Florida 33026

Ivan Perra

2611 N. Hiatus Road
Suite 182
Cooper City, Florida 33026

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

David J. Holt

2611 N. Hiatus Road
Suite 182
Cooper City, Florida 33026

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

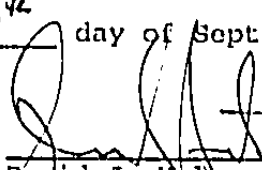
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 16th day of September, 1996.



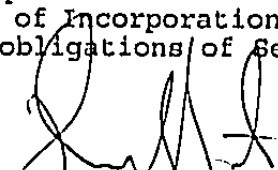
David J. Holt,
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.



David J. Holt,
Registered Agent

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SECRETARY OF STATE
CORPORATIONS
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