

F99000002689



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 249198 9725B

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pignatelli

ORDER DATE : May 21, 1999

ORDER TIME : 1:06 PM

000002883330--9

ORDER NO. : 249198-005

CUSTOMER NO: 9725B

CUSTOMER: Ms. Tiffany N. Del Duca
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

FOREIGN FILINGS

NAME: VECTOR CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

AL APR 25 1999

RECEIVED

99 MAY 21 PM 4:00

FILED

99 MAY 25 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-11990



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 1999

CSC

SUBJECT: VECTOR CORPORATION
Ref. Number: W99000011990

RECEIVED

Received original
on May 25, 1999 at 11:11 a.m.

We have received your document for VECTOR CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00028364

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 25 AM 10:48

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 25 PM 12:11

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Daniel J. Aronoff, do hereby certify
that this Resolution of the Board of Directors of Vector Corporation
_____ a corporation duly organized and existing under the laws of the State of Michigan
was duly adopted on May 20, 19 99.

Resolved, that Vector Corporation, organized
and existing in the State of Michigan, hereby adopts the
name VTR Southwest Corporation
for use in Florida.

Dated: May 20, 1999

[Signature]
Signature of at least one director

DNHS19(3/95)

FILED
99 MAY 25 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Name of Corporation: Vector Corporation, a Michigan corporation
2. State of Incorporation: Michigan
3. FEI Number: 59-2081910
4. Date of Incorporation: October 3, 1994
5. Duration: Perpetual
6. Date First Transacted Business in Florida: Upon Filing
7. Current Mailing Address: 100 Galleria Officentre, Suite 219, Southfield, Michigan 48034
8. Purpose(s) of corporation to be carried out in Florida: to own, operate, manage, lease and sell real estate; to enter into contracts for the purchase, sale, management, maintenance, improvement, development, and alteration of real estate, interests therein or improvements thereon, and to own, hold and convey real estate interest therein or improvements thereon; to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and with goods, wares, furniture, fixtures, merchandise and personal property of every class and description; to enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government; in general, to carry out any lawful purpose whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its reputation and property; and to do each and everything else suitable or proper for the accomplishment of these purposes or in the attainment of any one or more of the objectives hereinabove enumerated, which at any time shall appear conducive to or expedient for the protection or benefit of the corporation; and to do any and all things herein set forth to the same extent as natural persons might or could do.

9. Name and Street Address of Florida Registered Agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301

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.

FILED
99 MAY 25 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company

By: Deborah D. Skipper, as agent
(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice-Chairman: _____

Address: _____

Director: _____

Address: _____

Director: Larry Cheek

Address: 100 Galleria Officentre, Suite 219, Southfield, Michigan 48034

B. OFFICERS

President: Larry Cheek

Address: 100 Galleria Officentre, Suite 219, Southfield, Michigan 48034

Vice-President: _____

Address: _____

Secretary: Daniel J. Aronoff

Address: 679 Hanna, Birmingham, Michigan 48009

Treasurer: Larry Cheek

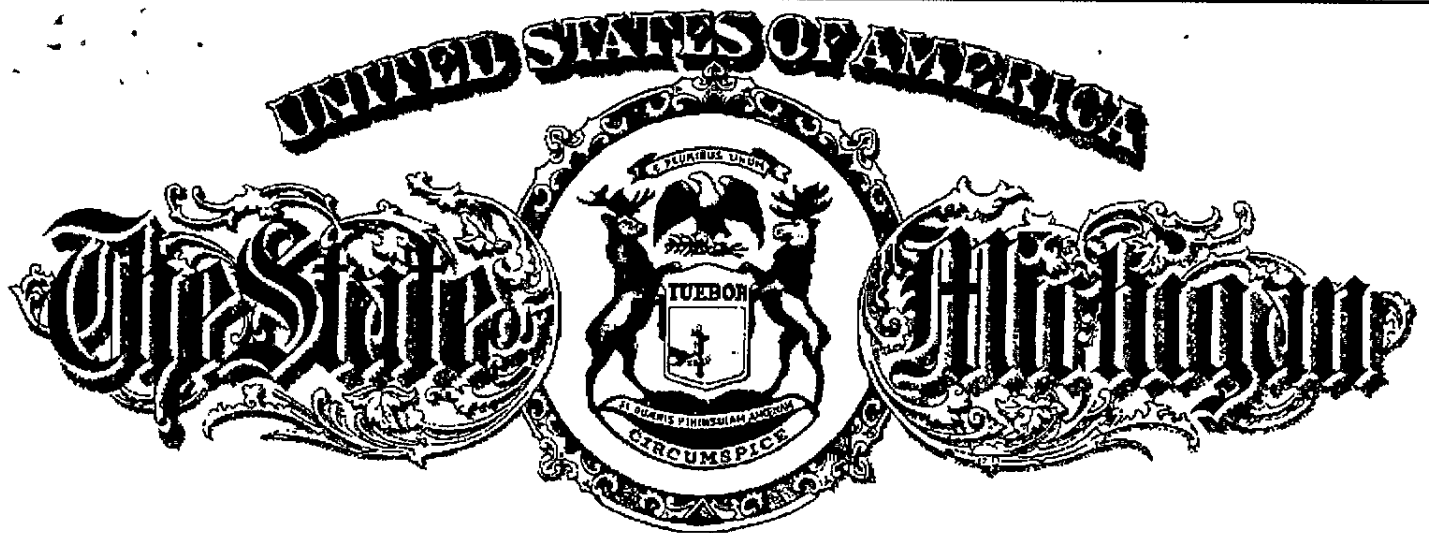
Address: 100 Galleria Officentre, Suite 219, Southfield, Michigan 48034

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. Daniel J. Aronoff, Secretary
(Typed or printed name and capacity of person signing application)

FILED
99 MAY 25 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

VECTOR CORPORATION

was validly incorporated on October 3, 1994, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
99 MAY 25 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 11th day of May, 1999.

Julie Croll

, Director

173 0427862

Corporation, Securities and Land Development Bureau