P950000 73813

Date: September 20, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: VECTOR USA, INC.
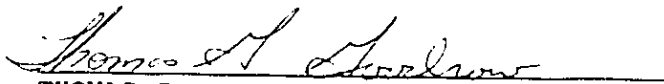
To Whom It May Concern:

   Enclosed please find two originals of the Articles of
Incorporation, together with a check for $122.50.

   This represents the cost of the Filing Fees, Certified Copy of
Articles of Incorporation and fee for registered Agent Designation
for the above named corporation.

Sincerely,

THOMAS G. GOODROW
VECTOR USA, INC.
5228 STATE ROAD 54
NEW PORT RICHEY, FLORIDA 34652

ARTICLES OF INCORPORATION
of
VECTOR USA, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation:

VECTOR USA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue THREE HUNDRED shares (300) of $1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent and the principal office and mailing address of this Corporation is:

LYNNE GOLDSMITH
5201 LAGOS CT.
NEW PORT RICHEY, FLORIDA 34655
(813) 376-3670

Principal Office and Mailing address:

5228 STATE RCAD 54
NEW PORT RICHEY, FLORIDA 34652

ARTICLES OF INCORPORATION
of
VECTOR USA, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation is:

THOMAS G. GOODROW
5228 STATE ROAD 54
NEW PORT RICHEY, FLORIDA 34652

ARTICLE VII - INCORPORATORS

The names and address of the person signing these Articles of Incorporation is:

THOMAS G. GOODROW
5228 STATE ROAD 54
NEW PORT RICHEY, FLORIDA 34652

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of SEPTEMBER, 19 95.

_____
THOMAS G. GOODROW

STATE OF FLORIDA   ]
COUNTY OF PASCO   ]

Before me, the undersigned authority, personally appeared, THOMAS G. GOODROW, who producing identification and being duly sworn, depose and say that they have read the fore-going instrument and that all the facts are true on this 20TH day of SEPTEMBER, 19 95.

FL Driver License
C360-837-55-305-0
_____
TYPE OF ID AND NUMBER

_____
Margot J. Middleton
NOTARY

MARGOT J. MIDDLETON
MY COMMISSION # CC 417070
EXPIRES: January 15, 1899
Bonded Thru Notary Public Underwriters

PAGE 2 OF 2

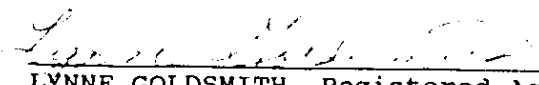# CERTIFICATE OF REGISTERED AGENT

of

VECTOR USA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

> 5201 LAGOS COURT
> NEW PORT RICHEY, FLORIDA 34655

has named LYNNE GOLDSMITH, located at the afore-said address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

_____
LYNNE GOLDSMITH, Registered Agent