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TO: DIVISION OF CORPORATIONS

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NAME: PEYTON U.S.A., INC.

AUDIT NUMBER.....H97000007487

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

(6)

PEYTON U.S.A., INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Peyton U.S.A., Inc.

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ARTICLE II

Nature of business

The corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla. Stat.

ARTICLE III

Shares

The maximum number of shares that the corporation is authorized to have outstanding shall be 1000 shares of common, \$1.00 par value voting stock, all of one class.

Harry D. Polatsek, Esq.
2455 E. Sunrise Blvd., Ste. 1216
Ft. Lauderdale, FL 33304
Telephone #: (954)566-0377
Florida Bar #: 230960

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ARTICLE IV

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Section 1244 Stock

The incorporator, Subscribers and Directors of the corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Unissued or Treasury shares

Each shareholder of the corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has its denominator the total number of issued and outstanding shares of the corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all the shares to which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the corporation only after all the existing shareholders have refused to purchase the shares offered.

ARTICLE VI

Initial Registered Office and Registered Agent

The Street address of the initial registered office of the corporation is 1031 Ives Dairy Road, Suite #228, North Miami Beach, Florida 33180 and the name of the initial registered agent of the corporation is Gregory Landauer.

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ARTICLE VII

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Directors

The corporation shall have one director initially. The number of directors may be changed from time to time according to the By-Laws of the corporation, but the number shall never be more than five. The name and address of the initial director is:

Gregory Landauer,

1031 Ives Dairy Road, Suite #228
North Miami Beach, Florida 33180

ARTICLE VIII

Incorporation

The name and address of the person signing these articles of incorporation is:

Gregory Landauer,

1031 Ives Dairy Road, Suite #228
North Miami Beach, Florida 33180

ARTICLE IX

Duration of corporation

The duration of the corporation shall be perpetual.

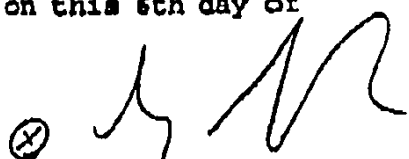
ARTICLE X

Corporation's principal office

The initial principal office of this corporation shall be:

1031 Ives Dairy Road, Suite #228
North Miami Beach, Florida 33179

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of Peyton U.S.A., Inc. on this 6th day of May, 1997.


Gregory Landauer

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STATE OF FLORIDA :
COUNTY OF BROWARD : SS.1

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Gregory Landauer of Payton U.S.A., Inc. to me known to be the person described in and who acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid on this 6th day of May, 1997.

NOTARY PUBLIC
State of Florida.

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CERTIFICATE

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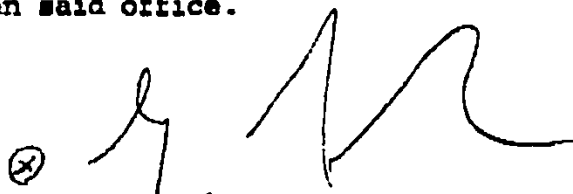
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act;

That Payton U.S.A., Inc. desiring to organize under the
laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the City
of North Miami Beach, County of Dade and the State of
Florida, has named Gregory Landauer, whose address is
detailed in Article VI, as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT

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


Gregory Landauer
Registered Agent

May 6, 1997.

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