

P98000004528

January 12, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Application of Profit Corporation Status for Vantage Holdings, Inc.

To Whom It May Concern:

Attached are an original and one copy of the Articles of Incorporation and the By-Laws for a company I would like to incorporate as a profit corporation in the State of Florida named Vantage Holdings, Inc. I have also enclosed a check for the standard filing fee and a certificate of status in addition to the Transmittal Letter which I obtained from your World Wide Web site.

In the event of any shortcomings in my application, I can be reached by the following means:

Donald Bickel
14406 Audubon Trace
Suite #1312
Tampa, FL 33613

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-01/14/98--01069--013
*****78.75 *****78.75

E-mail: dbickel@cftnet.com
Work: (813) 228-4448
Home: (813) 979-9586

Thank you very much for your assistance.

Sincerely,



Donald W. Bickel

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FORM OF NOTARIZATION

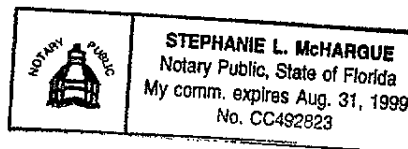
STATE OF FLORIDA)
)
)
COUNTY OF HILLSBOROUGH)

On this twelfth day of January, 1998, before me personally came Donald William Bickel, to me personally known, who, being by me duly sworn, did depose and say that he resides at

14406 Audubon Trace
Apt. #1312
Tampa, FL 33613,

that he is the individual who executed the within instrument, and that he signed his name thereto.

Stephanie L. McHargue
Notary Public



ARTICLES OF INCORPORATION
OF
VANTAGE HOLDINGS, INC.
UNDER THE FLORIDA BUSINESS CORPORATION ACT

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Vantage Holdings, Inc.

The purposes for which it is formed are:

- a) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated; and
- b) To have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by law.

The foregoing shall be construed as objects, purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereafter conferred on the corporation by the laws of the State of Florida. The objects and powers specified

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by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes, and powers specified in each of the clauses or paragraphs of the Articles of Incorporation shall be regarded as independent objects, purposes, or powers.

ARTICLE II

The office of the corporation is to be located in the City of Tampa, County of Hillsborough, and State of Florida.

The principal place of business and the mailing address to which the Secretary of State may mail a copy of any process against the corporation is:

14406 Audubon Trace
Suite #1312
Tampa, FL 33613

ARTICLE III

The aggregate number of shares of stock which the corporation is authorized to have outstanding at any one time is *two thousand* (2,000) shares of Common Stock, each of which shall have a par value of *zero dollars* (\$0.00) per share.

ARTICLE IV

The name and Florida street address of the initial registered agent of the corporation are:

Donald William Bickel
14406 Audubon Trace
Suite #1312
Tampa, FL 33613

ARTICLE V

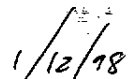
The name and Florida street address of the incorporator to these Articles of Incorporation are:

Donald William Bickel
14406 Audubon Trace
Suite #1312
Tampa, FL 33613


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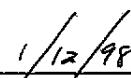
IN WITNESS WHEREOF, I have made and signed this certificate this twelfth day of January, 1998, and I affirm the statements contained herein as true under penalties of perjury as incorporator of Vantage Holdings, Inc.


Donald William Bickel


January 12, 1998

Having been named as registered agent of Vantage Holdings, Inc. and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Donald William Bickel


January 12, 1998