

P98000085365

TRANSMITTAL LETTER

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

FILED
98 OCT -6 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Queensland, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- | | | | |
|----------------------------------|----------------------------------|-----------------------------------|---|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input type="checkbox"/> #131.25 |
| Filing Fee | Filing Fee
& Certificate | Filing Fee
& Certified Copy | Filing Fee
Certified Copy
& Certificate |

FROM: Candace A. Birle, Incorporator

528 Ridgeline Run

Longwood, Florida 32750

(407) 260-7139

800002656298--5
-10/06/98--01007--007
****131.25 *****87.50

NOTE: Please provide the original and one copy of the articles

RECEIVED
98 OCT -6 AM 8:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1998

CANDACE A. BIRLE
528 RIDGELINE RUN
LONGWOOD, FL 32750

SUBJECT: THE VICTORIA GROUP, INC.
Ref. Number: W98000022377

We have received your document for THE VICTORIA GROUP, INC. and check(s) totaling \$131.25. However, your check(s) and document are being returned for the following:

Please sign and return your check along with this document in order to complete your filing.

PLEASE REMOVE CHAPTER 621 FROM ARTICLE V - PURPOSE.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00048999

ARTICLES OF INCORPORATION
OF
Queensland, INC.

98 OCT -6 AM 8:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is Queensland, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 125 Coastline Rd, Suite 1400, Sanford, FL 32771.

ARTICLE III - SHARES, OWNERSHIP

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000,000).

The Wyman Fields Foundation, Inc. a Florida non profit corporation with the address of, 125 Coastline Rd, Suite 1400, Sanford, FL 32771, has be issued 500,000 shares of Queensland stock.

Judy Drake, a Florida resident with the address of 7913 Lake Waunatta Drive, Winter Park, FL, has been issued 200,000 shares of Queensland stock.

Einra Enterprises, Inc., a Florida for profit corporation with the address of, 750 S. Orange Blossom Trail, Orlando, FL 32805, has be issued 100,000 shares of Queensland stock.

ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing on the date of filing.

ARTICLE V- PURPOSE

This corporation is organized for any transacting or all lawful business for which profit corporations may be incorporated under Chapter 607, Florida Statues. The objects and purposes for which this Corporation is formed and the powers it may exercise are set forth in the Charter of the Corporation. Its activities shall be for the investment in and/or management of, housing.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:
528 Ridgeline Run, Longwood, Fl 32750.

The name of the initial registered agent of this corporation at that address shall be:
Candace A. Birle.

ARTICLE VII- INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than three (3).

B. Subject to the provisions of Article III the business and other affairs of this Corporation shall be conducted and managed by the Board of Directors, consisting of not more than six (6) elected members duly elected after incorporation has been established.

C. Each year a Nominating Committee, appointed by the initial Board members shall submit a slate of candidates, of whom five will be elected for a three year term. This slate of candidates shall be presented at a regular board meeting in the Fall. Election shall be held during the regular December board meeting at which time the highest number of votes being declared elected for a three year term. No director shall serve for more than two consecutive terms. After a period of one year they may be re-elected.

D. There shall be at least six regular monthly meetings of the Board of Directors, each year. Special meetings may be called by the President at his or her discretion. Chairman or appointed staff shall notify all members of the Board at least 24 hours in advance of any special meeting.

E. One-third (1/3) of the elected Board members then serving shall constitute a quorum of the Board at all meetings.

F. Any vacancy on the Board of Directors occurring other than by expiration of a term, may be filled by a majority vote of the board in attendance at a regular Board meeting or at a special meeting called for the purpose of filling the vacancy.

G. No member of the Board of Directors shall receive compensation for his service as a director, other than reimbursement for expense incurred in the performance of special services which he may perform as directed by the Board.

H. Unexcused absences from three consecutive regular meetings of the Board shall be cause for declaring any Director's position on the Board vacant. Failure to perform the duties of his office, or taking independent action contrary to the established policies of the Corporation shall be cause for declaring the member's position vacant. Such vacancies may only be declared vacant by a majority vote of the Board of Directors present and voting at a regularly called meeting of the Board.

OFFICERS OF THE CORPORATION

The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. They shall be elected from and by members of the Board of Directors and shall hold office until their successors are elected and take office in January of the following year. If elected, additional terms of office are permitted.

At the December meeting, a President, Vice-President, Secretary, and a treasurer will be elected by the Board of Directors and installed. These officers will serve for one year. Any vacancy occurring among the officers shall be filled by a majority of the Board of Directors present and voting at any regular or special meeting. In the absence of the President, the Vice-President shall serve as President should both the President and Vice-President be absent, the Secretary shall serve. The officers shall comprise the Executive Committee of the Board and shall act for the Board between meetings.

I. The names and addresses of the initial director and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Henry Okraski	7913 Lake Waunatta Drive Winter Park, FL	President
Kathy Phillips	35322 Dogwood Circle Fruitland, FL 34736	Vice President
Eric Birle	P.O. Box 952978 Lake Mary, FL 32795	Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

<u>Name</u>	<u>Address</u>
Candace A. Birle	528 Ridgeline Run, Longwood, Florida 32750

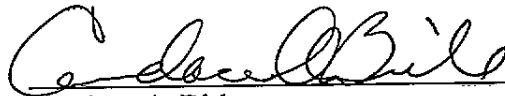
ARTICLE IX - BY - LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon its Board of Directors is subject to this reservation.

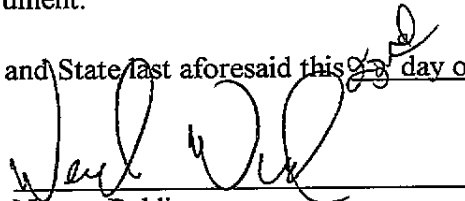
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of September.

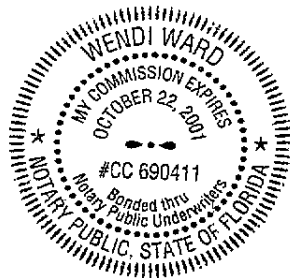

Candace A. Birle

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared Candace A. Birle, know to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally know to me or was identified by me as follows: personally know. She did not take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of September, 1998.


Notary Public
My Commission Expires:




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Queensland, Inc.
2. The name and address of the registered agent and office is:

Candace A. Birle
528 Ridgeline Run
Longwood, Florida 32750

Date: 9/15, 1998


Candace A. Birle, Subscriber

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR 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. 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.

Date: 9/15, 1998


Candace A. Birle

FILED
98 OCT -6 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA