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(Business Entity Name)

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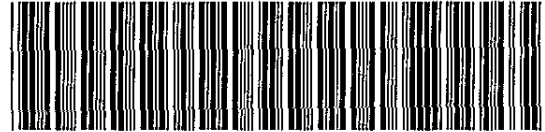
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03 APR -3 PM 11:38
DATE
TALLAHASSEE, FLORIDA
FILED
03 APR -3 PM 1:32
TALLAHASSEE, FLORIDA

Holland & Knight LLP Requester's Name	
315 So. Calhoun Street Address	
425-5675 City/State/Zip Phone #	

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Victory IRA Fund, Ltd.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☒ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

VICTORY IRA FUND, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner files this Certificate of Limited Partnership of VICTORY IRA FUND, LTD. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986)(the "Act").

1. Name. The name of the limited partnership is VICTORY IRA FUND, LTD.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

Scoop Capital, LLC
1668 Main Street
Sarasota, FL 34226

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 1668 Main Street, Sarasota, FL 34226

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Intrastate Registered Agent Corporation
200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801

5. Partnership Mailing Address. The mailing address for the limited partnership is 1668 Main Street, Sarasota, FL 34226

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2043.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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03 APR - 3 PM '22
CLERK OF THE
DEPARTMENT OF
STATE
TALLAHASSEE, FL
10507-101

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 31 day of March, 2003.

Scoop Capital, LLC
General Partner

By: Arthur Nadel
Arthur Nadel, Manager

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TALLAHASSEE, FLORIDA

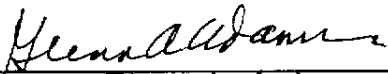
Registered Agent, Registered Office, & Registered Agent's Signature

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

Intrastate Registered Agent Corporation
200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated Limited Partnership 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 as provided for in Chapter 608, F.S.

INTRASTATE REGISTERED AGENT CORPORATION


Name: Glenn A. Adams
Title: Vice President

VICTORY IRA FUND, LTD.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. Capital Contributions. The undersigned General Partner of Victory IRA Fund, Ltd. declare the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Five Hundred Million Dollars (\$500,000,000.00).

2. Affirmation. The General Partners hereby acknowledge that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

Date: March 31, 2003

Scoop Capital, LLC
General Partner

By: Arthur Nadel
Arthur Nadel, Manager

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