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John D. Ellis, Jr.

Attorney & Counselor At Law

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February 9, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 19 AM 7:42

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

Re: The filing of Victory Education Foundation, Inc., Articles of Incorporations

Dear Sir/Madam:

Please find enclosed a copy of the Articles of Incorporation for the above caption corporation and the filing fee in the amount of eighty-seven dollars and fifty cents (\$87.50). After the articles have been filed please forward to my attention a certified copy of the Articles.

Thank you, for your attention and cooperation in this matter.

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-02/19/99--01026--013
*****87.50 *****87.50

Sincerely,


John D. Ellis, Jr.

cc: Danilo Phillips

2-23
WS

ARTICLES OF INCORPORATION
OF
VICTORY EDUCATION FOUNDATION, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

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ARTICLE I.
NAME

The name of this corporation shall be: Victory Education Foundation, Inc.

ARTICLE II.
PURPOSE

- A. The purpose for which the corporation is to be formed are for scientific, educational, and charitable purposes within the meaning of Section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code law.
- B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 © (3) of the internal Revenue Code of 11986 or the corresponding provision of any future United States Revenue Law.

ARTICLE III.
TERM OF EXISTENCE

The duration of this corporation shall be: Perpetual.

ARTICLE IV.
REGISTERED OFFICE, AGENT AND MAILING ADDRESS

The Registration Office and Place of Business shall be 11749 Hatch, Orlando, Florida 32824. The Registered Agent shall be John D. Ellis, Jr., at 105 E. Robinson St. Suite 500, Orlando, Florida 32801. The mailing Address of the corporation shall be 11749 Hatch Cir., Orlando, Florida 32824.

ARTICLE V.
INITIAL CHARTER MEMBERS

The names and addresses of the initial charter members of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Danilo Phillips	11749 Hatch Cir. Orlando, Florida 32824
Maria Phillips	11749 Hatch Cir. Orlando, Florida 32824

ARTICLE VI.
MANAGEMENT OF CORPORATION

The affairs and business of this corporation shall be conducted and managed by the Board of Directors of the Corporation, and a President, Vice President, Secretary and Treasurer; all of whom shall be elected annually by the members of the Corporation according to the bylaws.

ARTICLE VII.
BOARD OF DIRECTORS

- A. The Initial Board of Directors shall consist of nine (9) board members maximum and three (3) board members minimum.
- B. The manner in which the Board of Directors will be elected or appointed will be set forth in the bylaws.
- C. The initial Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Danilo Phillips	11749 Hatch Cir. Orlando, Florida 32824
Maria Phillips	11749 Hatch Cir. Orlando, Florida 32824
Nicholas Phillips	11749 Hatch Cir. Orlando, Florida 32824

ARTICLE VIII.
AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose and proposed by the Board of Directors to the membership. A majority vote of all members present and entitled to in the Bylaws of the Corporation.

ARTICLE VIII.
DISSOLUTION

In the event this corporation shall be dissolved, said dissolution shall be in accordance with the Laws of the State of Florida and any monies which may be left over shall pass directly to another charitable organization which, in and of itself, shall qualify under Section 501©(3) of the Internal Revenue Code of 1954, as amended.

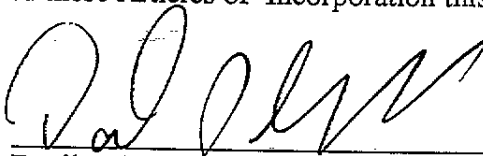
ARTICLE X.
INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

NAME
Danilo Phillips

ADDRESS
11749 Hatch Cir.
Orlando, Florida 32824

The undersigned Incorporator executed these Articles of Incorporation this 10th
day of Feb, 1999.



Danilo Phillips

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of February 1999 by _____ and _____ who have produced as identification F/A Drivers License bearing numbers P412-170-76-387-0 and _____ who did/did not take and oath.

Larolyn Kay Tomlinson
Notary Public

My Commission Expires:
My Commission Number is:
(Seal)



LAROLYN KAY TOMLINSON
COMMISSION # CC 474619
EXPIRES JUL 7, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 Victory Education Foundation, Inc.
2. The name and address of the registered agent and office is:

JOHN D. ELLIS, Jr.
105 E. Robinson Street, Suite 500
Orlando, Florida 32801

Having been named as the registered agent 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.


John D. Ellis, Jr.

2/10/99
(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 19 AM 7:42

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of Feb, 1999 by John Ellis and _____ who have produced as identification FLA Drivers License bearing numbers E4920-468-00-130-0 and _____ who did/did not take and oath.


Notary Public

My Commission Expires:
My Commission Number is:
(Seal)

