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GREENEBAUM DOLL & MCDONALD PLLC

333 WEST VINE STREET, SUITE 1400
LEXINGTON, KENTUCKY 40507-1665
606/231-8500
FAX 606/255-2742

VIVIAN E. WRIGHT
LEGAL ASSISTANT
606/288-4640
FAX 606/255-2742
E-MAIL vew@gdm.com

FILED
00 APR -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Victoria Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed for filing three originals of the Articles of Incorporation of Victoria Enterprises, Inc. ("Articles"). Please file the Articles and return two copies to us stamped filed. We have enclosed our check in the amount of \$78.75 which represents the fees associated with this filing.

Thank you for your help. Should you have any questions, please do not hesitate to contact me.

Yours very truly,

Vivian E. Wright

Vivian E. Wright
Legal Assistant

Enclosures

cc: Ralph L. Stacey, Jr.
R. Eric Cornett, Esq.

LEX:521077.1

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**ARTICLES OF INCORPORATION
OF
VICTORIA ENTERPRISES, INC.**

FILED
00 APR -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

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

ARTICLE I

Name

The name of the Corporation is Victoria Enterprises, Inc.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 899 N.W. Fourth Street, Miami, Florida 33128.

ARTICLE III

Shares

The total number of shares of stock that the Corporation is authorized to issue is 1,000 shares of Common Stock, without par value. The Common Stock shall have one vote per share, shall have all voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall be without distinction as to powers, preferences and rights.

ARTICLE IV

Registered Office; Registered Agent

The address of the initial registered office of the Corporation is 899 N.W. Fourth Street, Miami, Florida 33128, and the name of the initial registered agent at such address is Ralph L. Stacey, Jr.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V

Incorporator

Ralph L. Stacey, Jr., whose address is 899 N.W. Fourth Street, Miami, Florida 33128 is the incorporator of the Corporation.

ARTICLE VI

Number of Directors; Distributions; Redemption

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors from time to time, subject to the applicable provisions of the Act and the Corporation's Bylaws.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares of Common Stock and shall have the power to make distributions, from time to time, to the Corporation's shareholders.

ARTICLE VII

Initial Directors

The number of directors constituting the initial Board of Directors is three (3), and the name and address of each person who is to serve as an initial director are as follows, each such person to serve until the first annual meeting of the shareholders and until his successor in office is elected and shall qualify:

Ralph L. Stacey, Jr.
899 N.W. Fourth Street
Miami, Florida 33128

Richard E. Stacey
899 N.W. Fourth Street
Miami, Florida 33128

Matthew Gawne
899 N.W. Fourth Street
Miami, Florida 33128

ARTICLE VIII

Indemnification of Directors and Officers

To the fullest extent permitted by, and in accordance with the provisions of the Act, the Corporation shall indemnify each director or officer of the Corporation who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if the director or officer acted in good faith and in a manner the director or officer reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify each director or officer of the Corporation who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall only apply if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Article VIII in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in this Article VIII, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against

expenses actually and reasonably incurred by such director or officer in connection therewith.

Any indemnification pursuant to this Article VIII, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination, and in accordance with the Act, that indemnification of the director or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in this Article VIII.

Expenses incurred by a director or officer in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if the director or officer is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article VIII are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses to any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office; provided, that any such further indemnification or expense advances made by the Corporation shall be subject to any limitations set forth in Article IX hereof or the Act.

ARTICLE IX

Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of such person's duties as a director, provided, that this provision shall not eliminate or limit the liability of a director for the following: (i) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (iii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iv) for any vote for or assent to an unlawful distribution to shareholders as prohibited under Section 607.0834 of the Act; or (v) for any transaction from which the director derived an improper personal benefit. This Article IX shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such person's heirs, executors and administrators.

ARTICLE X

Severability of Provisions

If any provision of these Articles of Incorporation or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this
3rd day of April, 2000.



RALPH L. STACEY, JR., Incorporator

CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



RALPH L. STACEY, JR., Registered Agent

Date: 4/3/00