

LAW OFFICES
LENARD H. GORMAN, P.A.
Gables One Tower, Penthouse
1320 South Dixie Highway
Coral Gables, Florida 33146

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March 30, 2001

Ms. Katherine Harris
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

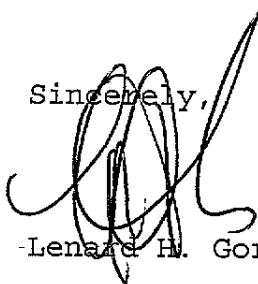
Re: Victory Holdings, Inc.

EFFECTIVE DATE
3-30-01

Dear Ms. Harris:

Enclosed are Articles of Incorporation for Victory Holdings, Inc. We are also enclosing a check in the amount of \$122.50 for the filing fees. Should have any questions, please do not hesitate to contact us.

Sincerely,



Lenard H. Gorman

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****122.50 *****78.75

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FILED
01 APR -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-4-01
DGC

ARTICLES OF INCORPORATION

OF

VICTORY HOLDINGS, INC.

FILED
01 APR -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name and mailing address of this Corporation shall be:

**VICTORY HOLDINGS, INC.
12398 S.W. 82ND AVENUE
MIAMI, FLORIDA 33156**

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The corporation may engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

EFFECTIVE DATE
3-30-01

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 1320 South Dixie Highway, Suite 1275, Coral Gables, Florida 33146, and the initial registered agent of this Corporation at such office shall be Lenard H. Gorman.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name

Lenard H. Gorman

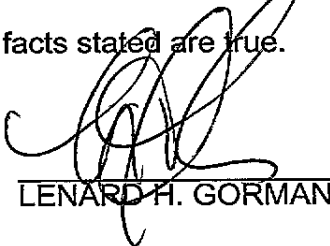
Address

1320 South Dixie Highway
Suite 1275
Coral Gables, Florida 33146

**ARTICLE VII
COMMENCEMENT DATE**

This Corporation shall commence its existence on the date upon the Articles of Incorporation are executed and acknowledged.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



LENARD H. GORMAN

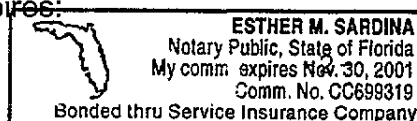
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Lenard H. Gorman to me well known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation this 30th day of March, 2001.



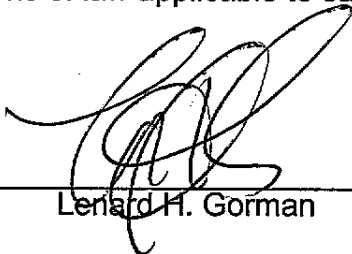
Notary Public

My Commission Expires:



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Date: March 30, 2001.



Lenard H. Gorman