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Florida Department of State  
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FLORIDA PROFIT CORPORATION OR P.A.

VICTORY HOLDING CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 12, 2001

ATLAS

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ARTICLES OF INCORPORATION

OF

APEX HOLDING CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: **APEX HOLDING CORP.**

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 1725 West Commercial Boulevard, Hanger #7, Fort Lauderdale, Florida 33309.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

James M. Schneider, Esq., FL Bar # 214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No. (954) 763-1200

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.01 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Shimon Kazes  
1725 West Commercial Boulevard  
Hanger #7  
Fort Lauderdale, Florida 33309

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII**  
**INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation are:

Shimon Kazes  
1725 West Commercial Boulevard, Hanger #7  
Fort Lauderdale, Florida 33309

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The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Shimon Kazes, 1725 West Commercial Boulevard, Hanger #7, Fort Lauderdale, Florida 33309.

**ARTICLE X**  
**INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 18<sup>th</sup> day of December, 2001.

  
\_\_\_\_\_  
Shimon Kazes, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

APEX HOLDING CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1725 West Commercial Boulevard Hanger #7, Fort Lauderdale, Florida 33309 has named Shimon Kazes whose address is 1725 West Commercial Boulevard, Hanger #7, Fort Lauderdale, Florida 33309 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
Shimon Kazes, Registered Agent

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