

P020000054612

MEDIATION, INC.

Bank of America Tower
One Financial Plaza
Fort Lauderdale, FL 33394

Please Reply To:
P.O. Box 4978
Fort Lauderdale, FL 33338

Mediation Facilities:
Ft. Lauderdale
Miami
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(954) 764-1000
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May 10, 2002

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

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Articles of Incorporation of Victoria Park Land Company**

Gentlemen:

Enclosed please find two original Articles of Incorporation for filing , together with the \$78.75 filing fee.

Please return one certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

Nancy Hodges
Nancy Hodges

NH/jn
enclosures

FILED
02 MAY 14 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VICTORIA PARK LAND COMPANY

FILED

02 MAY 14 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 VICTORIA PARK LAND COMPANY.

ARTICLE II

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.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock, par value One Dollar (\$1.00).

This instrument prepared by:
James B. Chaplin, Attorney at Law
One Financial Plaza, 18th Floor
Fort Lauderdale, Florida 33394
(954) 764-1000
Florida Bar No. 110628

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

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 is:

NANCY HODGES
100 Southeast Avenue, 18th Floor
Fort Lauderdale, Florida 33394

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 100 Southeast Third Avenue, 18th Floor, Fort Lauderdale, Florida 33394.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by by-laws by the director(s), but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial director of this Corporation shall be Nancy Hodges, 100 Southeast Third Avenue, Fort Lauderdale, Florida 33394.

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested

director or directors; or

2. If such common directorship, officership or financial interest if disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE X

INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.

INCORPORATORS

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation of Incorporation, this 10th day of May, 2002.

Nancy Hodges

The foregoing instrument was acknowledged before me on May 10th 2002 by Nancy Hodges as Incorporator. \

Jan Nemeth
Notary Public

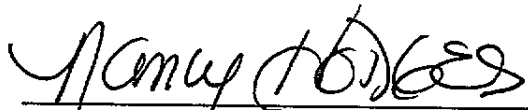
OFFICIAL NOTARY SEAL
JEAN NEMETH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC895319
MY COMMISSION EXP. JAN. 7, 2004

CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS
OF
VICTORIA PARK LAND COMPANY

VICTORIA PARK LAND COMPANY, a corporation existing under the laws of the State of Florida, with its principal office at 100 Southeast Third Avenue, 18th Floor, Fort Lauderdale, Florida 33394, has named NANCY HODGES 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 Resident Agent, and agree to comply with all applicable provisions of law.


NANCY HODGES

FILED
02 MAY 14 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA