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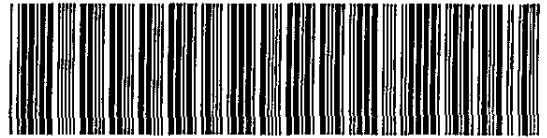
(Business Entity Name)

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KENNETH I. BAILYN SON AND ASSOCIATES, CPAs, P.C.
Accounting, Tax, Financial Planning, & Asset Management Services
Member AICPA

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Fairfield, NJ 07004
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200 Via Lugano Circle #308
Boynton Beach, FL 33436
Tele: 561-791-7896
Tele: 877-277-4515
Fax: 561-791-7822
Fax: 877-277-4527

8201 Peters Road
PMB 1013
Suite 1000
Ft. Lauderdale FL 33324
Tele: 877-277-4521
Fax: 877-277-4530

November 6, 2002

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

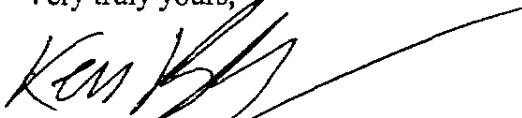
Gentlemen:

Enclosed please find an original copy of our *Articles of Incorporation*. We have enclosed a check for \$87.50. This is \$70.00 to cover our filing fee, \$8.75 for a certified copy of the Articles of Incorporation and \$8.75 for the certificate of status.

Please mail one copy of the *Articles of Incorporation* marked "filed" in the self addressed stamp envelope provided.

Should you have any further questions or comments regarding the material contained herein, please feel free to contact my office directly.

Very truly yours,



Kenneth I. Bailynson
President



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 13, 2002

KENNETH I. BAILYNSON
200 VIA LUGANO CIRLCE #308
BOYNTON BEACH, FL 33436

SUBJECT: VICTORY COMPENSATION SERVICES, INC.
Ref. Number: W02000032397

We have received your document for VICTORY COMPENSATION SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 802A00061571

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

VICTORY COMPENSATION SERVICES II, INC.

A BUSINESS/STOCK CORPORATION

I.

The name of the corporation is VICTORY COMPENSATION SERVICES II, INC.

II.

The business and mailing address of the corporation is 200 VIA LUGANO
CIRCLE SUITE 308, BOYNTON BEACH, FL 33436.

III.

The duration of the corporation is perpetual.

IV.

The corporation has been organized to transact any and all lawful business for
which corporations may be incorporated in this state.

V.

The aggregate number of shares which the corporation shall have the
authority to issue is one thousand (1,000) shares, no par value.

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STATE OF FLORIDA

VI.

The number of directors constituting the initial board of directors of the corporation is one (1), and their names and addresses are:

Kenneth I. Bailynson	200 Via Lugano Circle Suite 308 Boynton Beach, FL 33436
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The location and street address of the initial registered office is:

200 Via Lugano Circle Suite 308
Boynton Beach, FL 33470

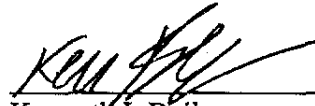
And the name of its initial registered agent at such address is:

Kenneth I. Bailynson

The name and address of the incorporator is:

Kenneth I. Bailynson
200 Via Lugano Circle #308
Boynton Beach, FL 33436

In witness thereof, the undersigned incorporator has executed these articles of incorporation this 6th day of November, 2002.



Kenneth I. Bailynson
Incorporator

I HEREBY ACCEPT THE DESIGNATION
AS REGISTERED AGENT.



Kenneth I. Bailynson
Registered Agent