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(Requestor's Name) JOHN A. RACIN, P.A. & ASSOCIATES Attorneys 10850 South US Hwy. 1 Port St. Lucie, Florida 34952		
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 24, 2003

JOHN A RACIN PA & ASSOCIATES 10850 SOUTH US HWY ONE PORT ST LUCIE, FL 34952

SUBJECT: VICTORIA'S, INC. Ref. Number: W03000011714

We have received your document for VICTORIA'S, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6904.

Letter Number: 803A00024950

Freida Chesser Corporate Specialist New Filings Section

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ARTICLES OF INCORPORATION

OF

VICTORIA'S, INC. OF SOUTH Florida

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is VICTORIA'S, INC. of South Florida

ARTICLE II

The existence of the corporation shall begin on the date these Articles of Incorporation are filed with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 10850 S. US Highway One, Port St. Lucie, Florida 34952.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 10850 South US Highway One, Port St. Lucie, Florida 34952. The initial registered agent for the Corporation at that address is John A. Racin, P.A..

ARTICLE VI

The initial board of directors shall consist of one (1) members. The names and address of the persons who will serve on the initial board of directors are:

Name

<u>Address</u>

Title

David Tow

132 SW Oakridge Drive, Port St. Lucie, Florida 34984 President, Vice President, Treasurer, and Secretary.

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name

Address

David Tow

132 SW Oakridge Drive, Port St. Lucie, Florida 34984

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of April, 2003.

Name: David To

ACCEPTANCE OF REGISTERED AGENT

south Florida

Having been named to accept service of process for VICTORIA'S, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: JOHN A. RACIN, P.A.

10850 S. US Highway One Port St. Lucie, Florida 34952

Date: 15 April, 2003

TALLAHASSEE, FLORIDA