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TALLAHASSEE FLORIDA

3/18/05

ALLAN M. GLASER, P.A.

**Biscayne Centre
Suite 807
11900 Biscayne Boulevard
Miami, Florida 33181**

ALLAN M. GLASER
ATTORNEY AT LAW

TELEPHONE (305) 893-5999
TELEFAX (305) 893-8251

March 10, 2005

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: New Filing / Victory Ventures, Inc.
Our File No.: 4164-0

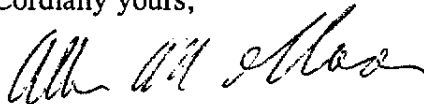
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2005 MAR 14 PM 3:03
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find the original and a copy of Articles of Incorporation and Acceptance of Registered Agent for the above-named Corporation for filing with the Divisions of Corporations. Also enclosed is your filing fee payable to the Florida Department of State in the amount of \$78.75. Please process the documents and return them to our office together with your Certificate of Incorporation in the enclosed self-address stamped envelope.

Thank you in advance for your attention. If you have any questions please contact the undersigned.

Cordially yours,



ALLAN M. GLASER

AMG/sr

Enc.

ARTICLES OF INCORPORATION
OF
VICTORY VENTURES, INC.

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2005 MAR 14 PM 3:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VICTORY VENTURES, INC.

The address of the principal office of this corporation shall be 41 Indian Creek Drive, Miami Beach, Florida 33154, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 share of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Suite 807, Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Allan Glaser.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of directors, subject any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and addresses of the initial Director and Officer is:

Martin Silver	41 Indian Creek Drive
Dir./Pres./Scty.	Miami Beach, Florida 33154

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Allan M. Glaser, P.A.
11900 Biscayne Boulevard
Suite 807
North Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned agent of Allan M. Glaser, P.A., has set the hand and seal of Allan M. Glaser, P.A. on March 10, 2005.

ALLAN M. GLASER, P.A.

By: 
Its Agent, ALLAN M. GLASER

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

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2005 MAR 14 PM 3:03
CLERK OF STATE
TALLAHASSEE FLORIDA

ALLAN M. GLASER, and individual residing in this State, having a
business office identical with the registered office of the corporation named
below, and having been designated as the Registered Agent in the above and
foregoing Articles of Incorporation of:

VICTORY VENTURES, INC.

ALLAN M. GLASER is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.C505, Florida Statutes.

By: 
ALLAN M. GLASER