

**P08000033798**

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : BUSINESS CHOICE, INC.  
Account Number : I20010000004  
Phone : (954) 782-1829  
Fax Number : (954) 697-0245

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**VICTORY MANAGEMENT & CONSULTING, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
of  
VICTORY MANAGEMENT & CONSULTING, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation for profit in compliance with Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is **VICTORY MANAGEMENT & CONSULTING, INC.**

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:  
8224 Severn Dr. Unit A  
Boca Raton, FL 33433

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is ONE THOUSAND FIVE HUNDRED (1,500) shares of common stock having \$1.00 (ONE DOLLAR) par value per share

**ARTICLE IV  
CAPITAL STOCK**

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

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Business Choice, Inc.

4701 N. Federal Hwy # 445 -C9 - Lighthouse Point, FL 33064  
Ph: (954) 782-1829 - Fax (954) 782-1899 - fp@bchoicetax.com

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**ARTICLE V**  
**REGISTERED OFFICE / AGENT & INCORPORATOR**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Carlos A. Justus  
8224 Severn Dr. Unit A  
Boca Raton, FL 33433

**ARTICLE VI**  
**PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VII**  
**EXISTENCE**

This Corporation is to have perpetual existence, commencing on the date of the filing of these articles with the Department of State.

**ARTICLE VIII**  
**REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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**ARTICLE IX**  
**SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The shareholders of this Corporation are:

Carlos A. Justus.....50 Shares  
8224 Severn Dr. Unit A  
Boca Raton, FL 33433

Ricardo F. Olveira.....50 Shares  
8224 Severn Dr. Unit A  
Boca Raton, FL 33433

**ARTICLE X**  
**AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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**ARTICLE XI**  
**BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XII**  
**LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLES XIII**  
**EFFECTIVE DATE**

Effective date is: 04/02/07

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**ARTICLE XIV**  
**OTHER PROVISIONS**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

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**ARTICLES XV**  
**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 to any limitation set forth in these Articles of Incorporation. This Corporation shall have 2 Directors initially. Names and residence addresses of the persons constituting the initial board of Directors are (is):

<u>NAME</u>	<u>ADDRESS</u>
Carlos A. Justus President/Secretary	8224 Severn Dr. Boca Raton, FL 33433
Ricardo Oliveira Vice President/Treasurer	8224 Severn Dr. Boca Raton, FL 33433

After the initial Board of Directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 1st day of April, 2008.

  
Carlos A. Justus

  
Ricardo F. Oliveira

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

*PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED  
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE  
FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED  
OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.*

1 - The name of the corporation is: **VICTORY MANAGEMENT &  
CONSULTING, INC.**

2 - The name and address of the registered agent and office is:

Carlos A. Justus  
8224 Severn Dr. Unit A  
Boca Raton, FL 33433

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(Signature)

04.01.2008  
(Date)

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