

CHARLES WM. STONE

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P450000029595

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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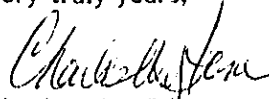
Re: Victory Publications, Inc.

Dear Sirs:

Find enclosed original and one copy of Articles of Incorporation of the captioned corporation together with my check in the amount of \$122.50 for filing fee.

I would appreciate you returning to me a certified copy when filed. Thanks.

Very truly yours,



Charles Wm. Stone

CWS:ses

Enclosures (orig. & copy Artic. of Incorp., S/A check \$122.50)

APR 10 1935
TALLAHASSEE, FLA.
CORPORATION DIV.
STATE

ARTICLES OF INCORPORATION
of
VICTORY PUBLICATIONS, INC.

56 APR 10 1968
SECRET
FBI

The undersigned subscriber to these Articles of Incorporation hereinbelow set out, being a natural person competent to contract, does hereby petition to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be VICTORY PUBLICATIONS, INC. under which name the corporation shall do business at 2082 Camilo Street, Port St. Lucie, Florida 34952, or as from time to time appears necessary to otherwise designate.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

(a) To distribute religious publications.

(b) The corporation may be engaged in related businesses operated toward the promotion of the said business, to do and perform any kind of acts having to do with the same including operating and maintaining materials, equipment, rolling stock, ownership of real property, rental of storage or disbursing bays, and to do any and all items having to do with the said business.

(c) To do and perform any and every kind of an act having to do with the above lawful services, to buy, sell, encumber, lien, rent or repossess any and all items which are handled by the corporation.

(d) The corporation shall have the right and authority to buy and/or sell and/or hold and/or purchase, mortgage, convey, real and/or personal property in the name of the corporation and/or in the interest of promoting the abovesaid business or independent thereof as may appear from time to time necessary in the exercise of powers conferred upon the corporation by the laws of Florida and such corporations as may be formed under the act pursuant to the Statute under which this corporation is formed.

(e) The corporation shall conduct business at 2082 Camilo Street, Port St. Lucie, Florida 34952, and at such other places as from time to time may appear to the best interest of the corporation.

(f) The corporation shall have the right to contract or be contracted with, to incur debts, or borrow money, issue and/or sell bonds, debentures, notes, shares in the corporation representing capital stock or ownership of the shareholder, to execute mortgage liens, transfers of corporate property or execute such instruments as may be necessary to secure the payment of corporate indebtedness as from time to time required.

(g) The corporation shall have the right to purchase the corporate assets of any other corporation or entity and engage in the same or other businesses to the interest of the object and purposes of this corporation.

(h) To acquire by purchase, subscription or gift, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or dispose of or deal generally with any of the shares of capital stock of other corporations whether for holding or speculation, or voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts or securities, or other choses in action or any evidence of debt or interest issued or created by any corporation, joint stock company, syndicate, association, firm, trust or person or other entity, public or private, or by or for the government of the United States and to do any and all acts and things necessary or deemed necessary or advisable for the preservation, protection, improvement and/or enhancement of the value of corporate property.

(i) The corporation shall have all of the rights conferred upon such corporations by the laws of Florida and to do any and all things to the same extent as a natural person might or could do consistent with the powers hereinabove set out.

ARTICLE III

(a) The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 SHARES at \$10.00 each unless the same shall be properly and lawfully increased by a proper resolution of the corporation and sanctioned by Secretary of State.

(b) That no shares of stock shall be issued unless fully paid and exempt from subsequent assessment and any shares issued shall carry with the shares the presumption that the same are fully paid and non assessable.

(c) The capital stock may be paid for in money, property, labor or services as may be fixed by the corporation through its directors at a regular meeting or meeting called for such purpose with ten days' notice; no notice to be required for a regular meeting.

(d) The original stock issued to the shareholders shall be in return for equipment and materials exchanged to the corporation for shares of stock issued to shareholders.

ARTICLE IV

The corporation shall begin business with FIVE HUNDRED DOLLARS advanced as a loan to the corporation to begin business.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

(a) The initial address of this corporation shall be: 2082 Camilo Street, Port St. Lucie, Florida 34952, or as otherwise appearing expedient.

(b) The Board of Directors may from time to time move the principle office to any other address in Florida or have other business addresses so long as the same shall be by the act of the Board of Directors and consistent with the By-Laws in the event By-Laws have been proposed and accepted and in the absence of establishing and accepting By-Laws, that the Board of Directors shall consist of the shareholders with the restriction that only upon the vote of 51% of the existing shareholders, may additional shares be sold and only upon 51% of the vote of shareholders shall there be equal or more Board of Directors than there are officers of the corporation.

ARTICLE VII

(a) This corporation shall be managed by the President-Manager with the principle working parties being the President-Manager and Vice President-Secretary, and such additional Vice Presidents as may from time to time be authorized by corporate resolution acting as or under counsel of Board of Directors which shall be at all times comprised of the officers and subject to the above restriction, such Directors as may be subsequently authorized by corporate resolution and recommended by the officers and accepted by a majority of the shareholders of the corporation except that no officer or director shall have any capacity except the same shall have been selected and

authorized in writing by 75% of the shareholders of the corporation; in no event shall the President-Manager be reduced to a less capacity in the corporation except by his demise or 100% vote of the shareholders of the corporation.

(b) The corporation shall at all times act under the advice and counsel of the Board of Directors which shall be comprised of not less than three nor more than seven as appear from time to time to the best interest of the corporation and proposed by the officers and directors acting together except that in the event there shall be no more than two officers to so act, then, the attorney then acting for the corporation is authorized to act as a director having also the authority to untie a deadlock in the vote.

(c) The President-Manager shall have the right to endorse and/or authorize endorsement of checks and/or bills and shall have the right to designate such persons as may in his place and stead endorse said checks or bills as appear from time to time to the best interest of the corporation.

(d) The corporation may without Board action, indemnify and hold harmless each or any person who shall from time to time serve as director or officer of the corporation, and any person who serves at the request of the corporation as director or officer of any owned corporation, holding the same harmless against any and all claims and liabilities to which said person may become liable by reason of his having heretofore been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and said officer or director shall be reimbursed for any and all legal and other expenses reasonably incurred by him in connection with protection of or acting on behalf of the corporation, further provided that no person shall be indemnified against or reimbursed for such expenses incurred in connection with any claim or liability wherein the claimant shall be adjudged as liable for negligence or wilful misconduct in the performance of his duties.

(e) Nothing herein shall restrict the corporation by proper vote from extending the coverage herein provided in paragraph (d).

(f) That the managing officer shall have the authority to act on behalf of the corporation to consummate agreements and transactions, business or covenants made in the ordinary course of day to day business.

ARTICLE VIII

The names and addresses of those who shall serve as officers of the corporation and who are in turn, the first Board of Directors of the corporation and who shall act until they have been replaced by successors elected by 51% of the officers present at the meeting for election are as follows:

WILLIAM R. BOYD	2082 Camilo Street Port St. Lucie, Florida 34952	President-Treasurer-Director
DONNA L. BOYD	2082 Camilo Street Port St. Lucie, Florida 34952	V. Pres.-Secretary-Director

ARTICLE IX

(a) The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock for each subscriber agreeing to subscribe thereto is as follows:

WILLIAM R. BOYD	2082 Camilo Street Port St. Lucie, Florida 34952	3 Shares
DONNA L. BOYD	2082 Camilo Street Port St. Lucie, Florida 34952	2 Shares

(b) With the above subscriber endorsing the same, any shares of stock may be issued to such person as he may from time to time find necessary.

(c) The parties to whom stock is issued, may have the stock issued in joint names with a spouse with right of survivorship should they request the same or as otherwise requested, thereby granting to each the right to have the stock issued as requested, provided always that votes shall be regulated in accordance with the number of shares held.

(d) The corporation shall have the right to issue the original shares as endorsed by the President and the corporate attorney acting as assistant secretary and may use the same procedure to issue additional shares in addition to those set out above with the original incorporators having the right to issue an additional share with or without the sanction of the Board of Directors consistent with the above set out as subscribed by the aforementioned as have advanced to the corporation, monies or services with which the company shall begin business; all other shares shall be issued only by 51% of the shareholders owning shares and attending a regular or a called meeting with ten (10) days or more notice and passed by a majority of shares by owners

present and voted and no stock shall be sold to any other person other than those herein named except as shall be first offered to the original corporate shareholders and in the event of decline, then to other shareholders, said offer to be at the stocks' then book value, prior to any sale or assignment becoming valid to any person not hereinabove named.

(e) The corporation does not restrict the right of ownership in any manner as to the stock in the corporation, however, no person by reason of ownership of stock shall have the right to transfer the same nor shall any ownership of stock be controlled by any person other than the person to whom stock is issued, it being understood by the parties holding in trust that the trust is discretionary and not an attachable interest and not subject to any levy of execution nor other property right which may be taken by judgment of Court Order.

(f) The corporation shall meet annually at noon on the Saturday following the anniversary date of the incorporation of the company and/or at any time upon ten days' written notice to other shareholders of the corporation except that in the event all the shareholders shall be present, a meeting may be held at any time and shall be elected with all shareholders signing the Minutes of the Meeting.

ARTICLE X

The resident agent of the corporation shall be WILLIAM R. BOYD at 2082 Camilo Street, Port St. Lucie, Florida 34952, who hereinafter subscribes in a dual capacity as President-Manager, subscriber and resident agent and as resident agent, states that he is familiar with and accepts the duties and responsibilities as resident agent for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the

3rd day of April, A.D., 1995.

William R. Boyd
William R. Boyd, Individually and as President-
Manager and Resident Agent

STATE OF FLORIDA
COUNTY OF ST. LUCIE

On this day, before me, the undersigned Notary Public, personally appeared before me, WILLIAM R. BOYD to me known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed. Said person(s) is/are personally known to me, or provided the following type of identification: _____.

WITNESS my hand and official seal at Ft. Pierce, St. Lucie County, Florida, this the 3rd day of April, A.D., 1995.

Sharon E. Stephens
Notary Public, State of Florida at Large
SHARON E. STEPHENS
My Commission Expires Notary Public, State of Florida
My Comm. Expires Aug. 21, 1997
No. CC 312262