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January 9, 1996

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

Re: Victory Dream Ventures, Inc.

Dear Sir/Madam:

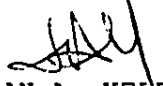
Enclosed please find a Certificate of Incorporation and Certificate designating resident agent for the referenced corporation and our check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN, P.A.


JAN A. YELEN
JAY:hr

Enclosures

JAN 23 1996 BSB

FILED
96 JAN 18 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VICTORY DREAM VENTURES, INC.

FILED

96 JAN 18 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

VICTORY DREAM VENTURES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1522 Ponce de Leon Boulevard, Coral Gables, Florida 33134

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

50 shares with no par value, total capitalization of \$500.00.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JAN A. YELEN

1104 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

HOWARD BERG

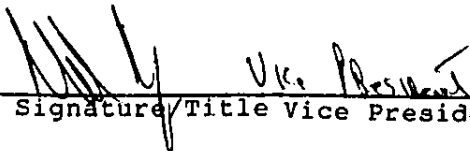
1522 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VI PREEMPTIVE RIGHTS AND BUSINESS PURCHASES

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has(have) executed these Articles of Incorporation this 9th day of January, 1996.



Signature/Title Vice President

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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 statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: VICTORY DREAM VENTURES, INC.

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

JAN A. YELEN
(NAME)

1104 Ponce de Leon Boulevard

(P.O. BOX NOT ACCEPTABLE)

Coral Gables, Florida 33134

(CITY/STATE/ZIP)

SIGNATURE 

(corporate officer)

TITLE Vice President

DATE January 9, 1996

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 

DATE January 9, 1996

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA