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96000053622

JUNE 6, 1996

VIA UPS NEXT-DAY LETTER

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

800001858768
-06/11/96--01170--004
****122.50 ****122.50

Re: Incorporation of VICTORY CEDAR HILLS, INC.

Dear Sir:

Please find enclosed an original and one copy of the Articles of Incorporation of VICTORY CEDAR HILLS, INC. for filing. I also enclose a Designation of Registered Agent form, and have previously submitted \$35.00 to reserve this name, which your office advised me was reserved on June 4, 1996.

Please also find enclosed a check in the amount of \$122.50 in payment of the following fees:

- (1) Filing fee - \$35.00
- (2) Assignment of Registered Agent - \$35.00
- (3) Cost of Certified Copy of Approved Charter - \$52.50

Please be so kind as to accept these documents for filing and return to me a certified copy of the approved Charter.

With highest regards,

Michael C. Hall

MCH:fn
Enclosures

FILED
JUN 24 PM 9:55
TALLAHASSEE, FL 32399
CLERK OF SUPERIOR COURT

6/24



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1996

DONALD HALL MARTIN AND BELL, P.C.
127 NORTH WESTOVER BLVD.
P.O. DRAWER 70639
ALBANY, GA 31708-0639

SUBJECT: VICTORY CEDAR HILLS, INC.
Ref. Number: W96000012581

We have received your document for VICTORY CEDAR HILLS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 796A00029389

DONALDSON, HALL, MARTIN AND BELL, P. C.

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June 19, 1996

VIA UPS NEXT-DAY AIR

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ATTN: Loria Poole, Corporate Specialist

Re: VICTORY CEDAR HILLS, INC.
Ref. Number: W96000012581
Letter Number: 796A00029389

Dear Ms. Poole:

We are in receipt of your rejection letter dated June 12, 1996, a copy of which is enclosed. We have corrected the Articles of Incorporation of Victory Cedar Hills, Inc. to show the principal address of the corporation.

We would very much appreciate it if you could give this matter your earliest attention.

Thank you for your assistance in this matter.

Yours very truly,


MICHAEL C. HALL

MCH:fn

Enclosures

ARTICLES OF INCORPORATION
OF
VICTORY CEDAR HILLS, INC.

FILED
96 JUN 24 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is "VICTORY CEDAR HILLS, INC."

ARTICLE II

DURATION

The term of the existence of the Corporation is perpetual.

ARTICLE III

PURPOSES

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 5,000 shares, all of which shall be common shares with \$1.00 par value.

ARTICLE V

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1200 South Pine Island Road, Plantation, Florida, 33324, and the initial registered agent at such address is CT Corporation System.

ARTICLE VII

PRINCIPAL OFFICE

The address of the principal office of the corporation is 506 45th Street, Suite B-5, Columbus, Georgia, 31904.

ARTICLE VIII

DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) member(s), as follows:


- (1) James W. Feighner, P. O. Box 12228, Columbus, Georgia, 31907;
- (2) Kent Cost, P. O. Box 12228, Columbus, Georgia, 31907; and
- (3) Cathy Cotton, P. O. Box 12228, Columbus, Georgia, 31907.

ARTICLE 16

INCORPORATOR

The name and address of the Incorporator is: Michael C. Hall,
P. O. Drawer 70639, Albany, Georgia, 31708-0639.

IN WITNESS WHEREOF, I have subscribed my name this 6th day
of June, 1996.


Michael C. Hall, Incorporator

STATE OF GEORGIA,
COUNTY OF DOUGHERTY.

On this 6th day of June, 1996, before me a
Notary Public, the undersigned officer, personally appeared MICHAEL
C. HALL, known to me to be the person whose name is subscribed to
the instrument within, and acknowledged that he executed the same
for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My commission expires:

My Commission Expires Nov. 16, 1999

WRITTEN CONSENT OF REGISTERED AGENT

I, John J. Mastern, on behalf of CT Corporation System, hereby consent to serve as registered agent of VICTORY CEDAR HILLS, INC., at its registered office at 1200 South Pine

Island Road, Plantation, Florida, 33324. Acceptance by the registered agent as required in section 607.0501 (3)F.S.; C T Corporation System is familiar with and accepts the obligations provided for in section 607.0505. CT CORPORATION SYSTEM.

BY: *John J. Mastern*
John J. Mastern Assistant Secretary
Registered Agent

STATE OF ,

COUNTY OF .

On this day of , 1996, before me a Notary Public, the undersigned officer, personally appeared , known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My commission expires:

FILED
96 JUL 24 PM 4:52
SECRETARY OF STATE
ALBANY, NEW YORK