

CAPITAL CONNECTION, INC.

417 B Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8067
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 JUL 26 PM 2:20

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
 DATE 7/26
 TIME 2:00
 BY DD CK No. _____

WALK-IN
 Will Pick Up _____

RE: Victoria Rose, Inc.

	C.O. FEE.	DISBURSED
Capital Express SM		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U B.		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TER. 3: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

Victoria Rose, Inc.

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

ARTICLE I: NAME

The name of the corporation is **Victoria Rose, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 9221 East Bay Harbor Drive, Suite 24, Bay Harbor Islands, FL 33154.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of (\$1.00) per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Melvyn Trute, Esq., 1090 Kane Concourse, Suite 202, Bay Harbor Islands, FL 33154.

ARTICLE V: INCORPORATOR

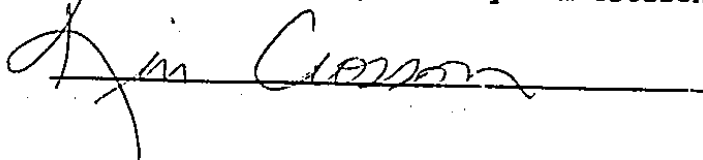
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Victoria Rose, 9221 East Bay Harbor Drive, Suite 24, Bay Harbor Islands, FL 33154.

The undersigned has executed these Articles of Incorporation this 26th day of July 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in cursive script, appearing to read "Kim Crosson", is written over a horizontal line.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICESECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0301, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submit the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Victoria Rose, Inc.
2. The name and street address of the registered agent and office is: Melvyn Trute, Esq.
1090 Kane Concourse
Suite 202
Bay Harbor Islands, FL 33154

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.

Melvyn Trute