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THOMPSON PROPERTIES INC. OF FLORIDA

DECEMBER 20, 1996

SECRETARY OF STATE
CORPORATIONS DIVISION
P. O. Box 6327
TALLAHASSEE, FL 32314

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-12/27/96--01124--004
****122.50 ****122.50


RE: VICTORY GROUP, INC.

DEAR SIRs:

ENCLOSED PLEASE FIND THREE ORIGINALS OF THE ARTICLES OF INCORPORATION OF VICTORY GROUP, INC., ALONG WITH A CHECK FOR \$122.50 FOR THE INCORPORATION FEE PLUS YOUR FEE FOR A CERTIFIED COPY.

PLEASE RETURN THE CERTIFIED COPY TO ME AT THE FOLLOWING ADDRESS AND THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,


JAY C. THOMPSON
1896 SPRUCE CREEK BLVD. EAST
DAYTONA BEACH, FLORIDA 32124

ENCLOSURES

1/2/97
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ARTICLES OF INCORPORATION
OF
VICTORY GROUP, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be: VICTORY GROUP, INC.

The principal place of business of this corporation shall be: 346 Palmetto Avenue, Daytona Beach, Florida 3211

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is three million (3,000,000) shares of common stock, having no par value.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 346 Palmetto Avenue, Daytona Beach, Florida 32114, and the name of the initial registered agent of the corporation at that address is Andrew C. Zic.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated share thereof at the price for which is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have four directors initially. The names and addresses of the initial members of the Board of Directors are:

Robert S. Champion Director	913 Pelican Bay Drive Daytona Beach, Florida 32119
Stephen E. Buckholt Director	4 Waterberry Circle Ormond Beach, Florida 31274
Jay C. Thompson Director	1896 Spruce Creek Blvd. East Daytona Beach, Florida 32124
Andrew C. Zic Director	346 S. Palmetto Avenue Daytona Beach, Florida 3114

ARTICLE IX: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert S. Champion Chairman & Chief Executive Officer	913 Pelican Bay Drive Daytona Beach, Florida 32119
Stephen E. Buckholt President & Chief Operating Officer	4 Waterberry Circle Ormond Beach, Florida 32174
Andrew C. Zic Vice President, Secretary/Treasurer	346 S. Palmetto Avenue Daytona Beach, Florida 32114
Jay C. Thompson Vice President	1896 Spruce Creek Blvd. East Daytona Beach, Florida 32124

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Andrew W. Zic, 346 S. Palmetto Avenue, Daytona Beach, Florida 32214

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18th day of December, 1996.

Andrew C. Zic
ANDREW C. ZIC, INCORPORATOR

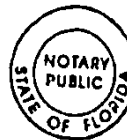
I hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Andrew C. Zic
ANDREW C. ZIC, REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 18th day of December, 1996, by Andrew C. Zic.

Anne A. Busse
NOTARY PUBLIC-MY COMMISSION EXPIRES:



ANNE A. BUSSE
My Comm Exp. 3/15/97
Bonded By Service Ins
No. CC266835
Personally from 110724 L.D.