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CONE, YONG & HOUSTON, P.A.

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PATRICIA HELWIG

JOHN W. MOORE
OF COUNSEL

February 20, 1997

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Florida Department of State
New Corporations
P.O. Box 1300
Tallahassee, Florida 32302-1200

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-03/04/97--01088--013
*****122.50 *****122.50

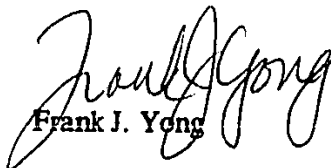
RE: Victory Lane Collectibles, Inc.

Dear Sir or Madam:

Enclosed please find one copy and one original Articles of Incorporation to be filed on behalf of Victory Lane Collectibles, Inc. Please certify the copy of the Articles of Incorporation and return them in the enclosed envelope. Also enclosed is this firm's check in the amount of \$122.50 for payment of the applicable filing fee.

Thank you for your assistance in this matter. Please do not hesitate to contact me if you have any questions or require any additional information.

Sincerely,


Frank J. Yong

FJY:kap
Enclosures
c: John Ellis

Dmc
2-25-97

FILED
97 FEB 25 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VICTORY LANE COLLECTIBLES, INC.

FILED
97 FEB 25 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **VICTORY LANE COLLECTIBLES, INC.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 10230-21 Atlantic Blvd., Jacksonville, Florida 32225.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 10230-21 Atlantic Blvd., Jacksonville, Florida 32225, and the name of the initial registered agent of this corporation at that address is John Ellis.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is:

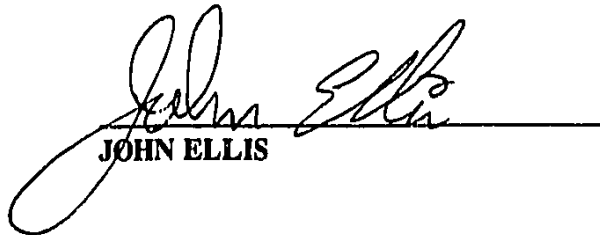
John Ellis
10230-21 Atlantic Blvd.
Jacksonville, Florida 32225

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the Incorporator has executed these Articles the 08 day of February, 1997.


JOHN ELLIS

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 08 day of 02, 1997, by JOHN ELLIS, () who is personally known to me or (x) who produced FL. Drivers as identification and who did take an oath. I-D # E 420-476-38-174-0

NOTARY PUBLIC:


Name Printed: Norman J. Martz
State of Florida At Large (Seal)
My commission expires:



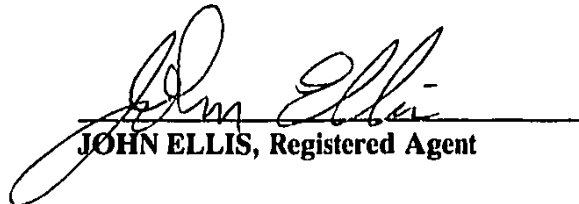
NORMAN J. MARTZ
MY COMMISSION # CC327728 EXPIRES
December 5, 1997
BONDED BY TROY TAYLOR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

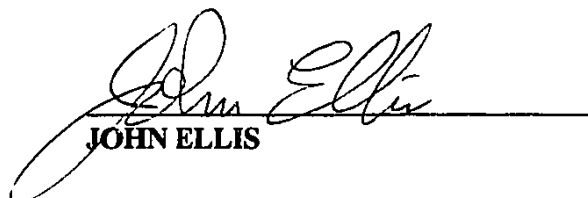
VICTORY LANE COLLECTIBLES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **JOHN ELLIS** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **10230-21 Atlantic Blvd. Jacksonville, Florida 32225**.

DATED this 8 day of Feb, 1997.


JOHN ELLIS, Registered Agent

Having been named as registered agent 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.

DATED this 8 day of Feb, 1997.


JOHN ELLIS

FILED
97 FEB 25 PM 12:35
TALLAHASSEE, FLORIDA