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TO: DIVISION OF CORPORATIONS

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: VICTORIA HOLDINGS, INC.

AUDIT NUMBER.....H97000004323

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
VICTORIA HOLDINGS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

Victoria Holdings, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is 6700 North Andrews Avenue, Suite 500, Ft. Lauderdale, Florida, 33309.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 6700 North Andrews Avenue, Suite 500, Ft. Lauderdale, Florida, 33309, and the initial registered agent of this Corporation at that address shall be Elliot Loewenstern.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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ARTICLE V
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Elliot Loewenstern
6700 North Andrews Avenue
Suite 500
Ft. Lauderdale, Florida, 33309

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 13th day of
March, 1997.


Elliot Loewenstern, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Elliot Loewenstern, Registered Agent

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Prepared by: Thomas O. Katz, Esq., FL Bar #355836
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