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SECRETARY OF STATE
DIVISION OF CORPORATIONS
NEW CORPORATE FILING
P. O. BOX 6327
TALAHASSEE, FLORIDA 32314-6237

August 2, 1997

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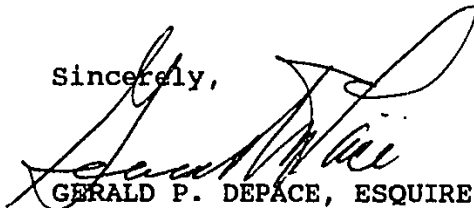
RE: VICTORY PROMOTIONS, INC.

Dear Sir or Madam,

Enclosed please find the prerequisite documents
(Articles of Incorporation, Certificate of Resident Agent and
Check in the amount of \$122.50) for the filing of the
enclosed corporation.

After filing, please return the Original Articles to the
undersigned for the Corporate Records.

Sincerely,


GERALD P. DEPACE, ESQUIRE

GDP/j

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

VICTORY PROMOTIONS, INC.

I, the undersigned, a natural person competent to contract,
do hereby make, subscribe and file these Articles of
Incorporation, for the purpose of organizing a corporation
under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

VICTORY PROMOTIONS, INC.

ARTICLE II - PURPOSE

The purpose of this corporation is to engage in any lawful
business or act under the laws of the United States and the
State of Florida.

ARTICLE III - COMMENCEMENT

This corporation shall commence its existence upon filing of
these Articles with the Secretary of State of the State of
Florida, and its existence thereafter shall be perpetual.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 (ONE THOUSAND)
Shares of ONE CENT (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
the corporation of the same kind, class or series as that

Prepared by:
GERALD P. DEPACE, ESQUIRE
117 Lake Emerald Drive #407
Fort Lauderdale, FL. 33309
FL Bar #228079

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STATE
CORPORATIONS

which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of this corporation in the State of Florida is: 2865 Morning Glory Circle, Davie, Broward County, Florida, 33328. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The name of the initial registered agent of this corporation is: GERALD P. DEPACE, 117 Lake Emerald Drive, Ft. Lauderdale, Florida, 33309.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time according to the By-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation is:

STEVEN EDWARD STOCK
2865 Morning Glory Circle
Davie, Florida 33328

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: STEVEN EDWARD STOCK, 2865 Morning Glory Circle, Davie, Florida 33328.

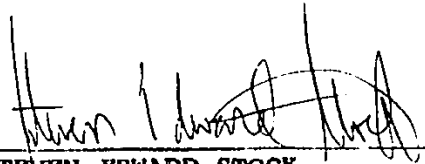
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE X - AMENDMENT

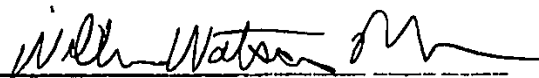
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment made hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation, this 11 day of July, 1997.


STEVEN EDWARD STOCK,
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

These Articles of Incorporation were duly sworn to and Subscribed by STEVEN EDWARD STOCK this 11 day of July, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Personally Known: _____

Florida I. D. FD License



WILLIAM WATSON TRICK, JR.
MY COMMISSION # CC408208 EXPIRES
May 30, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF RESIDENT AGENT

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST, that VICTORY PROMOTIONS, INC, desiring to organize under the laws of the State of Florida, with it's principal place of business, as indicated in the Articles of Incorporation, in the City of Davie, County of Broward, and State of Florida, has named GERALD P. DePACE, of 117 Lake Emerald Drive, Suite #407 as it's Resident Agent to accept service of process within the State.

ACKNOWLEDGMENT:

HAVING been made to accept service for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


GERALD P. DEPACE, RESIDENT AGENT

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.:

BEFORE ME, personally appeared GERALD P. DEPACE, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and seal this 11th day of July, 1997.


NOTARY PUBLIC
State of Florida at Large

Identification Used:

My commission expires:

PERSONALLY KNOWN X
FLORIDA DRIVERS LICENCE _____

