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DIVISION OF CORPORATIONS
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OFFICE USE ONLY (Document #)

Rafael S. Victoria
(Requestor's Name)
4100 S.W. 153rd Terrace
(Address)
Miramar, Fl. 33027
(City, State, Zip) (Phone #)

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-02/19/98--01059--011
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. *Victoria's Productions, Inc.*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN FEB 20 1998

Examiner's Initials

ARTICLES OF CORPORATION
OF

VICTORIA'S PRODUCTIONS, INC.

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The undersigned subscriber to these articles of incorporation, a natural person competent to contract; hereby form a corporation under the laws of The State of Florida.

ARTICLE I.- CORPORATION NAME

The name of the corporation is VICTORIA'S PRODUCTIONS, INC.

ARTICLE II.- DURATION

The corporation shall exist perpetually, unless dissolved according with the Florida law.

ARTICLE III.- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of The United States and The State of Florida.

ARTICLE IV.- CAPITAL STOCK

The corporation is authorized to issue ten thousand (\$10,000.00) shares of ten dollars (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V.- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this corporation is as follow:

Rafael L. Victoria
4100 S.W. 153th Terrace.
Miramar Fla. 33027

The principal address and the registered office of the corporation is 4100 S.W. 153th Terrace
Miramar Florida 33027.

ARTICLE VI.- 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 by the Law, but shall never be less than one (1). The names and addresses of the Initial Directors of the corporation are as following:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICER</u>	<u>SHARE</u>
Rafael L. Victoria	4100 S.W. 153th Terr. Miramar Fla. 33027	Pdte/Treas.	100%

The method of electing directors shall be state in the corporation By Law.

ARTICLE VII.- INCORPORATORS

The name and address of the person signing these articles of incorporation is as follow:

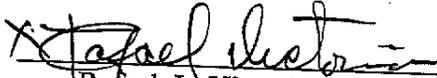
Rafael L. Victoria
4100 S.W. 153th Terrace
Miramar Florida 33027

ARTICLE VIII.- CORPORATION OFFICE

The corporation's principal office and mailing address shall be as follow:

4100 S.W. 153th Terrace
Miramar Fla. 33027

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 9th day of February 1998 at Miami Florida.

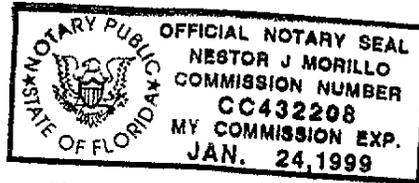

Rafael L. Victoria

STATE OF FLORIDA
COUNTY OF DADE

Before me, a notary public authorized to take acknowledgement in The State and County set for above, personally appeared Rafael L. Victoria, known to me to be the person whom executed the foregoing articles of incorporation, and whom acknowledge before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in The State and County aforesaid, this 9th day of February of 1998.


Notary Public



My commission expires on _____

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT OF

VICTORIA'S PRODUCTIONS, INC.

Pursuant to Florida status Sections 48.091 and 607.034, the following is submitted.

The above corporation desiring to organize under the laws of The State of Florida, with first registered office as indicated in the Articles of Corporation at:

4100 S.W. 153th Terrace.
Miramar Florida 33027

has named Rafael L. Victoria, located at the aforesaid address, as his first Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state of corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.

X 
Registered Agent