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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: VICTORIA INTERNATIONAL GROUP, INC.

AUDIT NUMBER.....H98000003478

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

CERT. OF STATUS..1

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ARTICLES OF INCORPORATION
OF
VICTORIA INTERNATIONAL GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is VICTORIA INTERNATIONAL GROUP, INC.

The principal place of business shall be: 2190 S.E. 17 Street, Suite 201, Ft. Lauderdale, Florida 33316

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE THREE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a par value of \$0.01 per share.

ONE MILLION (1,000,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$0.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are to be divided into classes.

ARTICLE FIVE

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Prepared by: Jerome G. Gilpin, 2190 S.E. 17 St. #201, Ft. Lauderdale, FL. 33316

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ARTICLE SIX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

The name and address of the initial registered agent of the corporation is Jerome G. Gilpin, 2190 S.E. 17 Street, Suite 201, Ft. Lauderdale, Florida 33316

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is: Jerome G. Gilpin, 2190 S.E. 17 Street, Suite 201, Ft. Lauderdale, Florida 33316.

ARTICLE NINE

INCORPORATORS

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

Jerome G. Gilpin
2190 S.E. 17 Street, Suite 201
Ft. Lauderdale, Florida 33316

ARTICLE TEN

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

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ARTICLE TWELVE

INDEMNIFICATION

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

ARTICLE THIRTEEN

AMENDMENT

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

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared Jerome G. Gilpin, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS by hand and seal this 20th day of February 1998.

NOTARY PUBLIC

Signed and dated this 20th day of February, 1998. I hereby am familiar with and accept the duties and responsibilities as registered agent for VICTORIA INTERNATIONAL GROUP, INC.


REGISTERED AGENT

Jerome G. Gilpin

BEFORE ME, this day personally appeared Jerome G. Gilpin being duly sworn, deposes and says that the statements contained in the foregoing document are true and correct. SWORN TO AND SUBSCRIBED before me this 20th day of February, 1998.

NOTARY PUBLIC

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