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March 18, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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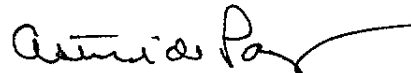
Re: Victory Associates, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, together with a check in the amount of \$122.50 to cover the filing fees and pay for a certified copy.

Please send the certified copy to the undersigned company counsel in the enclosed, self-addressed envelope. Thank you for your courtesies in this regard.

Very truly yours,



Astrid de Parry, P.A.

AdP/sms
Enclosures

cc: Cliff Carnley

FILED
98 MAR 19 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3.20.98

EFFECTIVE DATE
4-1-98

ARTICLES OF INCORPORATION

OF

VICTORY ASSOCIATES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

VICTORY ASSOCIATES, INC.

EFFECTIVE DATE
4-1-98

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

2115 South Volusia Avenue
Orange City, Florida 32763

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares with a par value of \$1.00 per share.

ARTICLE IV - MANAGEMENT

The business of the Corporation shall be managed by the Shareholders rather than by a Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is: _____

JAMES C. CARNLEY SR.
2115 South Volusia Avenue
Orange City, FL 32763

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

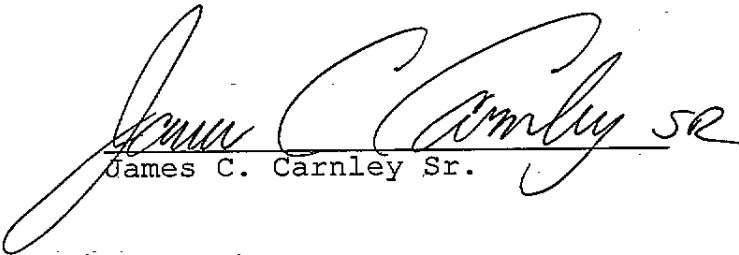
JAMES C. CARNLEY SR.
2115 South Volusia Avenue
Orange City, FL 32763

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on April 1, 1998.

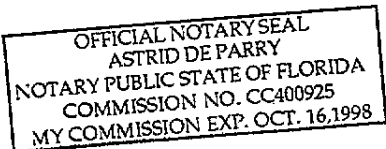
The undersigned Incorporator has executed these Articles of Incorporation this 18th day of March, 1998.

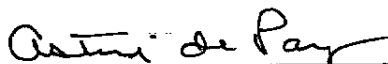
STATE OF FLORIDA)
COUNTY OF VOLUSIA)


James C. Carnley Sr.

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES C. CARNLEY SR., to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 18th day of March, 1998.




Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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Pursuant to the provisions of Sections 607.0501 or 607.0504 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is:

VICTORY ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

JAMES C. CARNLEY SR.
2115 South Volusia Avenue
Orange City, Florida 32763

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

BY:


James C. Carnley Sr.

DATE:

3/18/98