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*Albany
Boca Raton
Buffalo
New York
Rochester
Toronto
West Palm Beach*

April 29, 1998

Susan K. Baumel, P.A.
Lawrence F. Beyer
Larry Corman, P.A.
George F. deClaire
Anthony L. Dutton, P.A.
Richard A. Goetz, P.A.
Michael H. Gora, P.A.
James M. Hankins, P.A.
Paul E. Roman
Thomas E. Sliney, P.A.
Jeffrey S. Geller

James A. Porter, P.A.
Of Counsel

RESIDENT IN NEW YORK

Paul R. Comeau
Mark S. Klein
Stephen M. Newman

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-05/05/98--01020--005
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Dear Sir/Madam:

Re: VICTORY CIRCLE, INC. - Incorporation

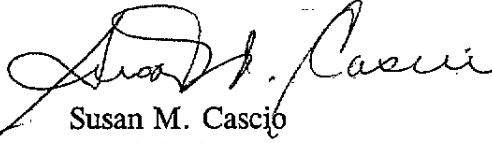
Enclosed is one original Articles of Incorporation of VICTORY CIRCLE, INC.,
together with a check in the amount of \$122.50, representing the following:

Filing Fees:	\$35.00
Certified Copy of Articles	\$52.50
Registered Agent:	\$35.00

Please return the Certificate and Certified copy of the Articles of Incorporation
and Registered Agent form to the undersigned.

Thank you.

Very truly yours,


Susan M. Cascio
Legal Assistant

/smc
Enclosures

Dmc
5/6/98

FILED
98 MAY -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAY -4 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VICTORY CIRCLE, INC.

ARTICLE I

NAME

The name of this corporation is: Victory Circle, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 1,000 common shares of the par value of \$1.00 each.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 10670 Boca Entrada Blvd., Boca Raton, Florida 33428; and the name of the initial registered agent of the Corporation is Heidi Sauber.

ARTICLE VI

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

10670 Boca Entrada Blvd.
Boca Raton, FL 33428

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Heidi Sauber
10670 Boca Entrada Blvd.
Boca Raton, FL 33428

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation
this 27 day of April, 1998.


Heidi Sauber, Incorporator

FILED

CERTIFICATE OF DESIGNATION

98 MAY -4 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

VICTORY CIRCLE, INC.

By: Heidi Sauber
Heidi Sauber, President