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P.O. Box 1807
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June 13, 1998

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

500002566905--7
-06/19/98--01135--010
****122.50 ****122.50

RE: VICTORY GROVES, INC.

Dear Ladies and Gentlemen:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	52.50
3.	Registered Agent Designation	35.00
	TOTAL	\$122.50

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance. Should you have any questions, please call.

Very truly yours,


Mitchell S. Goldman

MSG:jab
Enclosures

c: Mark Buchanan (without enclosures)

APPROVED
AND
FILED
90 JUN 18 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 22 1998

**ARTICLES OF INCORPORATION
OF
VICTORY GROVES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is **VICTORY GROVES, INC.**

**ARTICLE II
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

**ARTICLE V
Initial Registered Office and Agent**

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: MITCHELL S. GOLDMAN, 96 Willard Street, Suite 302, Cocoa, Florida, 32922.

The principal office of the corporation is as follows: 375 Commerce Parkway, Rockledge, Florida 32955.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The names and street address of the initial director of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
MARK S. BUCHANAN	375 Commerce Parkway Rockledge, Florida 32955

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
MITCHELL S. GOLDMAN	96 Willard Street, Suite 302 Cocoa, Florida 32922

ARTICLE VIII
Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this ____ day of June, 1998.



MITCHELL S. GOLDMAN

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 15th day of June, 1998, by
MITCHELL S. GOLDMAN.


NOTARY PUBLIC

My Commission Expires:



LORA S JONES
My Commission CC384675
Expires Jul. 07, 1998

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

VICTORY GROVES, INC., desiring to organize or qualify under the laws of the State
of Florida hereby designates MITCHELL S. GOLDMAN as its registered agent to accept service
of process within the State of Florida and the address of its registered office shall be 96 Willard
Street, Suite 302, Cocoa, Florida 32922.


MITCHELL S. GOLDMAN

DATED: June 17, 1998

Having been named to accept services of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


MITCHELL S. GOLDMAN

DATED: June 17, 1998

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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