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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6913

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: VICTORIA PLACE, INC. AUDIT NUMBER.....H98000018936 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
VICTORIA PLACE, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be **VICTORIA PLACE, INC.**

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock, par value One (\$1.00) Dollar.

This instrument prepared by:
James B. Chaplin, Attorney at Law
One Financial Plaza, 18th Floor
Fort Lauderdale, Florida 33394
(954) 764-1000
Florida Bar No. 110628

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ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida is:

JEAN NEMETH
ONE FINANCIAL PLAZA - SUITE 1800
FORT LAUDERDALE, FLORIDA 33394

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is One Financial Plaza, Suite 1800, Fort Lauderdale, Florida 33394.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by-laws adopted by the directors, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the Initial directors of this Corporation shall be Jean

Nemeth, One Financial Plaza, Suite 1800, Fort Lauderdale, Florida 33394.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

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B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE X

INDEMNIFICATION


The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.

ARTICLE XI

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Jean Nemeth and her street address is One Financial Plaza, Suite 1800, Fort Lauderdale, Florida 33394.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation of October 12, 1998.


JEAN NEMETH

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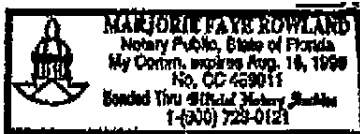
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STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on October 12, 1998, by
JEAN NEMETH, as Incorporator.

Marjorie Faye Rowland
NOTARY PUBLIC

My Commission Expires:




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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS
OF
VICTORIA PLACE, INC.**

VICTORIA PLACE, INC., a corporation existing under the laws of the State of Florida, with its principal office at One Financial Plaza, Suite 1800, Fort Lauderdale, Florida 33394, has named Jean Nemeth whose address is One Financial Plaza, Suite 1800, Fort Lauderdale, Florida 33394, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.


JEAN NEMETH

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