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T R HERRERA FINANCIAL SERVICES, INC.

P.O. BOX 277688

MIRAMAR, FL 33027-7688

954-442-3293

FAX 954-442-3294

FILED
MAY 26 AM 10:56
TALLAHASSEE FLORIDA
SECRETARY OF STATE

May 23, 2000

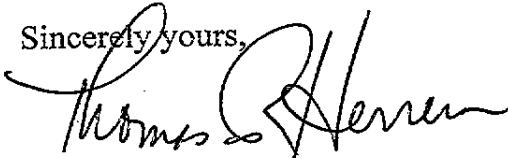
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157.50 *78.75

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find my check for \$157.50 to cover the incorporation fees on ACE PRMOTIONS INC and BPR ENTERPRISES INC. Thank you for your kind cooperation in this matter.

Sincerely yours,



Thomas R. Herrera
President

cc: Stewart A. Frazier
Mark Fenton
Brian P. Robbie

S. Thompeon JUN 06 2000

**ARTICLES OF INCORPORATION
OF
ACE PROMOTIONS INC.**

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be:

ACE PROMOTIONS INC.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall be:

671 NE 118TH STREET
BISCAYNE PARK, FL 33161

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

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TALLAHASSEE FLORIDA

ARTICLE VII.

SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

STEWART A. FRAZIER
671 NE 118TH STREET
BISCAYNE PARK, FL 33161

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name	Address
STEWART A. FRAZIER	671 NE 118TH STREET, BISCAYNE PARK, FL 33161
MARK FENTON	PO BOX 277688, MIRAMAR, FL 33027-7688

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

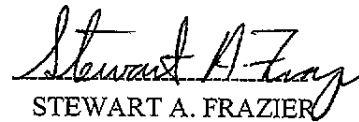
Name	Address
STEWART A. FRAZIER	671 NE 118TH STREET, BISCAYNE PARK, FL 33161
MARK FENTON	PO BOX 277688, MIRAMAR, FL 33027-7688

ARTICLE XII.
INCORPORATOR


The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

STEWART A. FRAZIER
671 NE 118TH STREET
BISCAYNE PARK, FL 33161

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


STEWART A. FRAZIER
INCORPORATOR

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


STEWART A. FRAZIER
REGISTERED AGENT