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RONALD FIELDSTONE, PA
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FIELDSTONE LESTER & SUGAR
IS OF COUNSEL TO
HARTMAN CHIDEN KORDE
HERTZBERG & CHAYKIN, PA

January 31, 1996

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32309

Re: BEA HOMES, INC.

To Whom it May Concern:

Enclosed please find Articles of Incorporation for BEA HOMES, INC.
together with a check in the amount of \$122.50 for the filing of
same.

Should you have any questions do not hesitate to contact the
undersigned.

Sincerely,

Signed for Mr. Fieldstone in his
Absence to expedite delivery
Ronald R. Fieldstone

RRF/kk

encls.

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SN FEB - 3 1996

TALLAHASSEE, FLORIDA

FEB - 1 AM 9:00

CHUBB

ARTICLES OF INCORPORATION
OF
BEA HOMES, INC.

FILED
96 FEB -1 AM 9:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BEA HOMES, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

2500 East Hallandale Beach Blvd.
Suite 500
Hallandale, Florida 33009

and the name and address of the initial registered agent of this corporation is:

Name	Address
Barry Gurland	2500 East Hallandale Beach Blvd. Suite 500 Hallandale, Florida 33009

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Barry Gurland	2500 East Hallandale Beach Blvd. Suite 500 Hallandale, Florida 33009
John D. Goldberg	2500 East Hallandale Beach Blvd. Suite 500 Hallandale, Florida 33009

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Barry Gurland	2500 East Hallandale Beach Blvd. Suite 500 Hallandale, Florida 33009

ARTICLE IX - BY LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of December, 1995.

Barry Gurland
Barry Gurland
Subscriber, Director, and
Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Barry Gurland, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of December, 1995.



Notarial Seal:

Rhonda L. Abittan
Notary Public, State of Florida
Rhonda L. Abittan
Print Notary's Name

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

BEA HOMES, INC.

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

BARRY T. GURLAND
2500 East Hallandale Beach Blvd.
Suite 300
Hallandale, Florida 33009

B. T. Gurland
Barry Gurland

Title: President

Date: 12/07/95

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.

B. T. Gurland
Barry Gurland

Date: 12/07/95

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FILED
9 FEB 1 AM 9:00
CLERK OF STATE
TALLAHASSEE, FLORIDA