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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BEA MORLEY REAL ESTATE, INC.

FAX AUDIT NUMBER: H96000004229

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H96-04229

ARTICLES OF INCORPORATION

OF REA MORLEY REAL ESTATE, INC.
A CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: REA MORLEY REAL ESTATE, INC.
Address of the Corporation: 737 N.E. 70th STREET
BOCA RATON, FLORIDA 33487

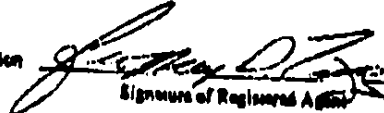
Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 50,000,000
PAR VALUE \$.001 (Information about PAR VALUE is not required but may be included)

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
737 N.E. 70th STREET BOCA RATON, FLORIDA 33487
and the name of the initial registered agent at such address is GEOFFREY D. LIDDY

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent

3/21/98
Date

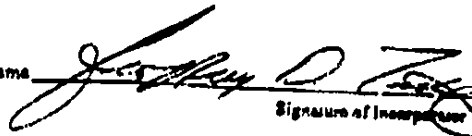
Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)
1. GEOFFREY D. LIDDY 737 N.E. 70th STREET BOCA RATON, FLORIDA 33487

Article 7: The Name and address of the incorporator is:

GEOFFREY D. LIDDY 737 N.E. 70th STREET BOCA RATON, FLORIDA 33487

In witness whereof I have subscribed my name


Signature of Incorporator

GEOFFREY D. LIDDY

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ACE INDUSTRIES, INC.
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