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2/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MORRIS RESORT & HOTEL, INC.

AUDIT NUMBER.....H97000002392

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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H97-02392

ARTICLES OF INCORPORATION

FILED
97 FEB 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDAArticle 1: Name of the Corporation: MORRIS RESORT & HOTEL, INC.Address of the Corporation: 767 ARTHUR GODFREY ROADMIAMI BEACH, FLORIDA 33140

Article 1: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 2: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

767 ARTHUR GODFREY ROAD, MIAMI BEACH, FLORIDA 33140and the name of the initial registered agent at such address is PAUL B. STEINBERG

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


Signature of Registered Agent2/3/97

Date

Article 3: The board of directors are as follows:

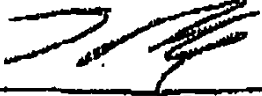
The name and address of the Initial Director : (All persons listed after the first are additional directors)

1. BERGIO MASSAGLIA1274 VENETIAN WAY SAN MARINO ISLANDMIAMI BEACH, FLORIDA 33139

Article 4: The Name and address of the incorporator is:

BERGIO MASSAGLIA1374 VENETIAN WAYMIAMI BEACH, FLORIDA 33139SAN MARINO ISLAND

In witness whereof I have subscribed my name


Signature of IncorporatorBERGIO MASSAGLIA

Prepared by:

ACE INDUSTRIES, INC.

64 NW 11th Street

Miami, FL 33138

305-358-2571