

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000014637

Morse Properties of
Melbourne, Inc.

<input checked="" type="checkbox"/>	Art of Inc. File	588892429825--4
<input type="checkbox"/>	LTD Partnership File	-02/13/98-01022-003
<input type="checkbox"/>	Foreign Corp. File	****122.50 ****122.50
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
98 FEB 13 AM 1:55
RECEIVED
98 FEB 13 AM 10:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATION

Signature _____

Requested by: Cher 2/13/1002

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

CPB
2-13-98

**ARTICLES OF INCORPORATION
MORSE PROPERTIES OF MELBOURNE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of Incorporation:

ARTICLE I: The name of the Corporation is Morse Properties of Melbourne, Inc.

ARTICLE II: The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: The total number of shares of capital stock authorized to be issued by the Corporation will be one hundred (100) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: The initial registered agent and office of the Corporation will be Robert Morse, 609 Jasmine Drive, Melbourne Beach, Fl 32951. The initial street address of the principal office of the Corporation will be 609 Jasmine Drive, Melbourne Beach, Fl 32951. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI: The Corporation will have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person(s) who is to serve as a member of the initial board of Directors is:


Robert Morse, 609 Jasmine Drive, Melbourne Beach, Fl 32951

ARTICLE VII: The Incorporators and shares subscribed to are:

Robert Morse One Hundred (100) shares

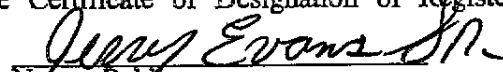
ARTICLE VIII: This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these articles of incorporation on this February 3, 1998.

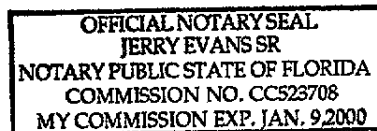

Robert Morse
Incorporator and Subscriber

State of Florida
County of Brevard

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Morse, known to me and known to be the person who executed the foregoing Articles of Incorporation and the Certificate of Designation of Registered Agent/Registered Office below.


Notary Public
State of Florida At Large

My commission expires:



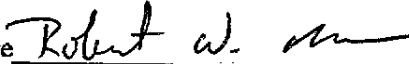
CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE
MORSE PROPERTIES OF MELBOURNE, INC.

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: Morse Properties of Melbourne, Inc.
2. The name and address of the registered agent is: Robert Morse, 609 Jasmine Drive, Melbourne Beach, FL 32951

February 3, 1998

Signature



Robert Morse
Director\Officer

FILED
98 FEB 13 AM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named 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.

February 3, 1998

Signature



Robert Morse
Registered Agent