

PS7000025735

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 MAR 21 PM 3:31

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MAR 21 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3-21-97		
TIME	10:07		CK No.
BY	DK		

WALK-IN
 Will Pick Up _____

RE: Florida Resort Club,
INC.

C.C. FEE DISBURSE

☒ Capital Express™
☐ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☐ Foreign Corp. Filing
☒ () Cert. Copy(s)

☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
☐ C U S.
☐ Fictitious Name Filing
 700002120237--2
☐ Name Reservation -03/21/97--01025--006
☐ Annual Report/Informational ***122.50 ***122.50
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 Filing
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
FLORIDA RESORT CLUB, INC.

FILED
97 MAR 21 PM 3:31

The undersigned corporation is organized for the purposes of transacting any and all lawful business for which corporations maybe incorporated under the laws of the state Florida, attorney at law.

ARTICLE I: NAME

The name of this corporation shall be Florida Resort Club, Inc.

ARTICLE II: TERM OF EXISTENCE

This corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2972A Aventura Blvd., Suite 206, Aventura, FL 33180.

ARTICLE IV: PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V: CAPITAL STOCK

This corporation is authorized to issue per value common stock as described below, and none other:

Maximum Number of Shares	1,000
Par Value Per Share	\$5.00

The authorization shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at a lawful meeting of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI: PREEMPTIVE RIGHTS

The corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusions in the By-Laws.

ARTICLE VII: INCORPORATOR

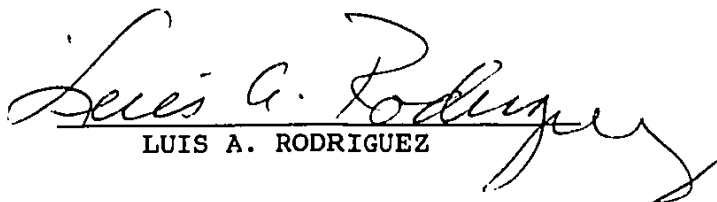
The name and address of the incorporator of these Articles of Incorporation is Luis A. Rodriguez 2972A Aventura Blvd., Suite 206, Aventura, FL 33180.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Luis A. Rodriguez.

ARTICLE IX: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Joel DeFabio, Esquire, 2121 Ponce de Leon Blvd., S-430, Coral Gables, FL 33134.


LUIS A. RODRIGUEZ

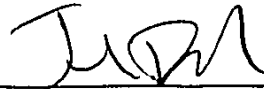
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 Florida Resort Club, Inc.
2. The name and address of the registered agent and office is Joel DeFabio, 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida 33134.

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 AD 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.



JOEL DEFABIO, ESQUIRE

Dated: 3-18-97

FILED
97 MAR 21 PM 3:31
STATE OF FLORIDA
TALLAHASSEE, FLORIDA