

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, 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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

WEEK-END CLUB, INC.

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

APPROVED
AND
FILED
97 JUN 21 PM 2:16
97 MAR 26 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED

DATE 1/27/97 _____

TIME 2:00 _____ CK No. _____

BY [Signature] _____

WALK-IN
Will Pick Up _____

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

GALE D. LUCY
ATTORNEY AT LAW
220 Miracle Mile, Suite 216
Coral Gables, Florida 33134
Telephone: (305) 443-1657 Fax: (305) 443-9857

March 22, 1997

Florida Dept. Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Week - End - Club, Inc.
Ref Number: W97000001963

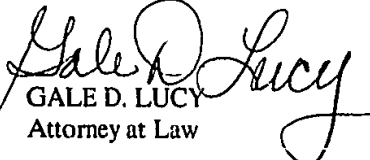
Dear sir or madam:

Enclosed is the revised copy of the Week - End - Club, Inc. Articles of incorporation and the letter (number 897A00004184) to Capital Connection regarding same.

My client chose to discharge Capital Connection and to proceed with the incorporation without its assistance. The check in the amount of \$122.50 was received by the Florida Department of State in January 1997.

Please send the certified copy, etc. to my office.

Sincerely,


GALE D. LUCY
Attorney at Law

Enclosures as stated.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

January 28, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: WEEK - END - CLUB, INC.
Ref. Number: W97000001963

We have received your document for WEEK - END - CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 897A00004184

ARTICLES OF INCORPORATION

WEEK - END - CLUB, INC.

*Miami, March 19, 1997,
Feast Day of Saint Joseph*

ARTICLE I
CORPORATE NAME

The name of this corporation is **WEEK - END - CLUB, INC.**

ARTICLE II
NATURE OF BUSINESS AND POWERS

The purpose of the business to be transacted by this Corporation is to engage in ownership of apartment houses or real property of all kinds and descriptions, and selling of all products both wholesale and retail, and engaging in any business permitted under the laws of the State of Florida, and thereby conserving and revitalizing housing in older neighborhoods in the City of Miami.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. Said stock shall be paid for in lawful money of the United States, or in property, labor or services; providing that when said stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the Board of Directors in the manner provided for by the Florida Statutes and the Bylaws, and stock shall be issued in accordance with the value so fixed.

All stock shall be paid for when issued on such terms and conditions and in such installments as the Board of Directors shall determine.

APPROVED
AND
FILED

97 MAR 26 PM 2:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V
**CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESS**

The Corporation's principal office and mailing address are:

Week - End - Club, Inc.
c/o Thomas E. Zamorano
315 Navarre Avenue #8
Coral Gables, Florida 33134

The Board of Directors from time to time may move the principal office and mailing address to any other address in the State of Florida.

ARTICLE VI
RESIDENT AGENT AND INITIAL REGISTERED OFFICE

The Resident Agent and street address of the initial registered office of this Corporation in the State of Florida shall be:

Thomas E. Zamorano
315 Navarre Avenue #8
Coral Gables, Florida 33134

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by shareholders, but shall never be less

than one.

ARTICLE VIII
INITIAL DIRECTORS

The name(s) of the initial director(s) as well as the initial office of this Corporation and street address is:

NAME

ADDRESS

Thomas Eugene Zamorano

315 Navarre Avenue #8
Coral Gables, Florida 33134

The initial director shall hold office for the first year of existence of this Corporation or until its successor is elected or appointed and has qualified, whichever comes first.

ARTICLE IX
INCORPORATOR

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

NAME

ADDRESS

Thomas Eugene Zamorano

315 Navarre Avenue #8
Coral Gables, Florida 33134

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by at least a majority of the shares entitled to vote, unless the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
MANAGEMENT AND VOTING

Upon the election of a Board of Directors by the shareholders, such Board shall manage the business and affairs of the Corporation without the need of further authorization from the shareholders, except as provided by law; all shareholders of stock shall be entitled to vote, whether said shares of stock shall be fully or partially paid, unless otherwise determined by the Board of Directors or before the time of issuance thereof.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on the 19th day of March, 1997, *feast day of Saint Joseph*.



THOMAS EUGENE ZAMORANO

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

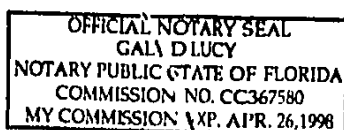
BEFORE ME, a Notary Public, personally appeared THOMAS EUGENE ZAMORANO, to me known to be the person the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 19th day of March, 1997.



NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:

GALE D. LUCY



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated herein, I hereby accept to act in this capacity; and agree to comply with the provisions of the law relative to keeping open said office.

By: TE Zamorano
THOMAS EUGENE ZAMORANO

APPROVED
AND
FILED

97 MAR 26 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA