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M. DONALD DRESCHER
ATTORNEY AT LAW

June 27, 1997

SUITE 2-E
8703 SOUTH DIXIE HIGHWAY
MIAMI, FLORIDA 33156
(305) 687-1822

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

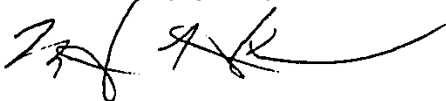
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****122.50 ****122.50

RE: C.L.N. HOSPITALITY MANAGEMENT, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation of the above, together with my check in the amount of \$122.50. Please file and furnish us with a Certified copy of the Articles.

Very truly yours,



M. DONALD DRESCHER

MDD/bhs

encl:

FILED
JUL -2 AM 11:55
TALLAHASSEE, FLORIDA

P. 01-122.50 JUL 3 1997

ARTICLES OF INCORPORATION
OF
C.L.N. HOSPITALITY MANAGEMENT, Inc.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is

C.L.N. HOSPITALITY MANAGEMENT, Inc.

ARTICLE II

PURPOSE

The general purpose of purposes for which the corporation is initially organized shall be to engage in the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue One (1,000) thousand shares of common stock having a One (\$1) dollar value.

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TALLAHASSEE, FLORIDA

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

9703 S. Dixie Highway
Suite 2-E
Miami, FL 33156

and the name of the initial registered agent at that address is:

M. DONALD DRESCHER, Esq.

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this Corporation are:

CARMINE POTENZA
9660 S.W. 106 Court
Miami, FL 33176

Patricia Potenza
9660 S.W. 106 Court
Miami, FL 33176

ARTICLE VIII

SUBSCRIBER

The name and address of each subscriber to the Articles of Incorporation is:

NAME

ADDRESS

M. DONALD DRESCHER

9703 S. Dixie Highway
Suite 2-E
Miami, FL 33156

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes

for a single director, or may distribute them among any number of directors to be elected.

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 27 day of June, 1997.

 (SEAL)
M. DONALD DRESCHER

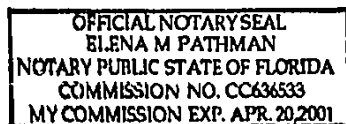
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BEFORE ME, the undersigned authority, personally appeared
M. DONALD DRESCHER to me well known and known
to me to be the individual described in, and who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed the same for the purposes therein expressed, and
he presented identification in the form of

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at the City of Miami, County of Dade
Florida, this 27th day of June, 1997 A.D.

Elena M. Pathman
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT C.L.N. HOSPITALITY MANAGEMENT, Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

Miami, Florida

HAS NAMED M. DONALD DRESCHER

LOCATED AT 9703 S. Dixie Highway, Ste. 2-E, Miami, FL 33156
(street address and number of building,
post office box addresses are unacceptable)

CITY OF MIAMI, Dade County STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

M. DONALD DRESCHER

TITLE Incorporator

DATE June, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

M. DONALD DRESCHER

REGISTERED AGENT

DATE June, 1997

FILED
JUL - 2 AM 11:55
TALLAHASSEE, FLORIDA