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Rafael Esquivel
 30491 SW 149 Ave
 Hmstd, FL.
 33033

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ER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 99 JUN -4 AM 8:52
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 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE
 6-2-99

6/9/99

Examiner's Initials

EFFECTIVE DATE
10-2-99

**ARTICLES OF INCORPORATION
OF
WEEKENDS UNLIMITED INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is and shall henceforth be:

WEEKENDS UNLIMITED INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgment of the Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized to transact business in marketing and/or to become a representative for the travel agencies, to conduct any and all lawful business permitted to a corporation organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of stock at \$ 1.00 par value, which shall be designated "Common Shares".

**ARTICLE V - PLACE OF BUSINESS AND NAME OF
REGISTERED AGENT**

The registered place of business shall be:

30491 SW 149 Avenue
Miami, Fl. 33033

The registered Agent for service of process is:

RAFAEL E. ESQUIVEL II
30491 SW 149 Avenue
MIAMI, FL. 33033

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be composed of the following directors:

RAFAEL E. ESQUIVEL II, President
30491 SW 149 AVENUE
Miami, FL. 33033

EDWARD A. ESQUIVEL, VICE - PRESIDENT
30491 SW 149 AVENUE
MIAMI, FL. 33033

ARTICLE VII - INCORPORATION

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

RAFAEL E. ESQUIVEL II
30491 SW 149 AVENUE
Miami, FL. 33033

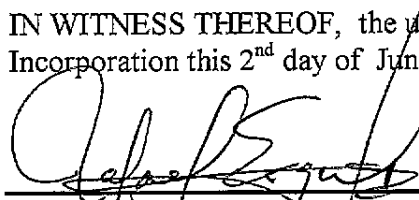
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for any action brought against said officer or director arising out of said officer or director's performance of his lawful duties for this Corporation.

ARTICLE VIII - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation , or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 2nd day of June , 1999.



RAFAEL E. ESQUIVEL II
INCORPORATOR

STATE OF FLORIDA)

)SS

COUNTY OF DADE)

BEFORE ME, the undersigned Notary, personally appeared RAFAEL E. ESQUIVEL II who, having first been sworn, affirms that he is the Incorporator described in the above Articles of Incorporation who executed said Articles of Incorporation, and he further acknowledged before me that he executed said Articles of Incorporation.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE of FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE PURPOSE OF
SERVICE OF PROCESS AND NAMING A REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 , Florida Statutes, the following is submitted:

First: WEEKENDS UNLIMITED INC.

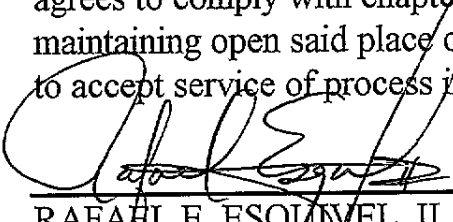
desiring to organize under the laws of the State of Florida, hereby declares its
place of business as:

30491 SW 149 AVENUE
Miami, Fl. 33033

Second: That the registered Agent for service of process shall be:

RAFAEL E. ESQUIVEL II
30491 SW 149 AVENUE
MIAMI, FL. 33033

Third: That the Registered Agent, RAFAEL E. ESQUIVEL II , having
been named Agent for service of process within the state of Florida for
WEEKENDS UNLIMITED INC. , hereby agrees to accept said capacity and
agrees to comply with chapter 48.091, Florida Statutes, which includes
maintaining open said place of business as designated in this Certificate and
to accept service of process in behalf of said Corporation.



RAFAEL E. ESQUIVEL II
Designated Agent for
Service of Process

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