

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-0111
904-222-0111 FAX

csc networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 406711 4656A

AUTHORIZATION :

COST LIMIT : \$ 70.00

04 JUN 10 PM 3:21

ORDER OF CONFIRMATION

ORDER DATE : June 10, 1994

ORDER TIME : 1:25 PM

ORDER NO. : 406711

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
P. O. Box 12890

Miami, FL 33101-2890

FOREIGN FILINGS

NAME: GENERAL LEASE CO.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah A. Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN -4 PM 2:24



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

June 10, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: GENERAL LEASE CO.
Ref. Number: W94000012985

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 12 1994 7:07 PM

We have received your document for GENERAL LEASE CO. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that GENERAL LEASE CO. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates April 1, 1990, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2661.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 594A00027448



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 13, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: GENERAL LEASE CO.
Ref. Number: W94000012985

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN -4 PM 2:25

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for GENERAL LEASE CO..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since April 1, 1990. You were notified by letter dated June 10, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2661.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris
Corporate Specialist

Letter No. 294A00041156

Enclosure

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Takehisa Yoshikawa, who being by me first duly sworn, on oath deposes and says as follows:

1. Each of the following corporations is the owner of an undivided interest in a single piece of real property located in Florida (the "Property"):

Royal Meadow Golf Club, Inc. - I.D. 98-0109443
Kimitsu Golf Club, Inc. - I.D. 98-0109204
Electronic & Industrial Enterprises, Inc. - I.D. 98-0109561
Ter Japan, Inc. - I.D. 98-0109245
General Lease Co. - I.D. 98-0111240
Sanyo General Capital Co. - I.D. 98-0109027
Southern Pacific Club Corporation - I.D. 98-0111241
Hirado Golf Club, Inc. - I.D. 98-0109440

2. I am the overseas department manager for the EIE-International Corporation, which corporation represents the above-listed corporations.

3. The Property in question has been leased for a 10-year period to another entity. This other entity has contracted with a management company for the operation of the Property.

4. Other than owning a single piece of property in Florida and entering into an isolated long-term lease of the real property, these corporations have no other connection to Florida

5. The corporations are not involved in the operation of the Property nor do they maintain any business or employees in Florida nor own any other property in Florida sufficient to warrant them to qualify to do business in Florida.

FURTHER AFFIANT SAYETH NAUGHT

Dated: November 23rd '94.

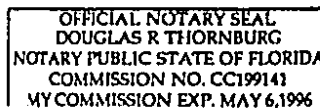
By: [Signature]
Print Name: TAKEHISA YOSHIKAWA
Title: MANAGER

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 23rd day of November, 1994 by TAKEHISA YOSHIKAWA on behalf of the above-referenced corporations. He personally appeared before me, is personally known to me or produced Japanese passport as identification, and (did) (did not) take an oath.

[NOTARIAL SEAL]

Notary: [Signature]
Print Name:
Notary Public, State of
My commission expires:



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. General Lease Co.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Japan
(State or country under the law of which it is incorporated)
3. 98-0111240
(FEI number, if applicable)
4. November 18, 1987
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. (*) Date of Qualification in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 3-19-12, Nishi-Shinbashi
Minato-ku, Tokyo
(Current mailing address)
8. Leasing, Financing, etc.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C.I.S.
Office Address: 1201 Nays Street
Tallahassee, Florida, 32301
(Zip Code)

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SECRETARY OF THE
DIVISION OF CORPORATIONS
95 JAN -4 PM 25

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gail Shelby
(Registered agent's signature)

Gail Shelby, As agent for

Corporation Information Services, Inc.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

(*) Voluntarily qualifying - corporation does not believe it is transacting business.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Representative Director

Chairman: Harunori Takahashi

Address: 4-7-1, Yakumo, Meguro-ku, Tokyo

Director: Masao
Vice Chairman: ~~XXXXXX~~ Yoshida

Address: 2-30-8, Minami-magomo, Ota-ku
Tokyo

Director: Hiroshi Iijima

Address: 5-1-15, Minamioizumi
Nerima-ku, Tokyo

Director: Tatsusaburo Ito

Address: 5-10-27, Minamishinagawa
Shinagawa-ku, Tokyo

B. OFFICERS

President: Harunori Takahashi

Address: 4-7-1, Yakumo, Meguro-ku, Tokyo

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harunori Takahashi/Representative Director

(Typed or printed name and capacity of person signing application)

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DIVISION OF REGISTRATIONS
95 JAN -4 PM 2:25

-Addendum-

Director:Hirokazu Kasai

Address :2-18-16 Shinoharakita Kohoku-ku Yokohama-shi
Kanaga Prefecture

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN -4 PM 2:25

CERTIFICATE OF TRANSLATION

JAPAN
CITY OF TOKYO
EMBASSY OF THE UNITED STATES OF AMERICA) SS:

Before me, Stephen A. Edson Consul
of the United States of America, in and for Tokyo, Japan,
duly commissioned and qualified, personally appeared
Hironori KANEKO, who, being duly sworn,
deposes and says:

That my name is HIRONORI KANEKO;

That my address is 133 HEIRAKU
MINAMI-KU YOKOHAMA JAPAN 232;

That I know well both the English and Japanese
languages;

That I translated the attached Japanese language
document into the English language;

That the attached English language translation
is a true and correct translation of the
attached Japanese language document to the
best of my knowledge and belief;

And further deponent saith not.

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
SS JAN-4 PM 2:25

Hironori Kaneko

SUBSCRIBED AND SWORN TO before me this

11th day of May, A.D. 19 94.

Stephen A. Edson
Stephen A. Edson
Consul of the
United States of America

Certificated Copy of Corporate Register

Company Name: GENERAL LEASE CO. LTD.

Head Office : 10-12, Nishi-shinbashi 3, Minato-ku, Tokyo

Method of Public Notice: Displayed in "Nihon Keizai Shimbun (News Papers)"
in Tokyo Metropolitan area

Par Value of Each Share: Fifty Thousand (50,000) Yen

Total Number of Shares
authorized to be issued: One Hundred and Sixty Thousand (160,000) shares

Total Number of Shares
already issued : Ninety Six Thousand (96,000) shares

Total Amount of Capital: Eleven Billion and Fourty Million (11,040,000,000) yen

Establishment of the
Company : November 18, 1987

Reason(s) for Application and Date : Head Office was moved from the address of 4-12,
Hirakawacho 1, Chiyoda-ku, Tokyo on June 28, 1993
- Registered on July 2, 1993

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DIVISION OF CORPORATIONS
95 JAN -4 PM 2:25

Company Name: GENERAL LEASE CO., LTD.

Corporation Purpose:

1. General leasing.
2. Financing and mediation, guarantee and agent of finance.
3. Investment of security.
4. Investment and management of the properties of investment business unions.
5. Lease, sales and brokerage of real estate.
6. Agent of product liability insurance.
7. Sales, brokerage and mediation of membership of hotels and relating facilities.
8. Planning and management of hotels.
9. Business relating to the above items.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -4 PM 2:25

Company Name: GENERAL LEASE CO., LTD.

Head Office: 10-12, Nishi-Shinbashi 3, Minato-ku, Tokyo

Matters concerning Directors:

Director Harunori Takahashi

- Re-elected June 25, 1992

Director ~~Tsunekichi Masui~~

- Elected June 24, 1992

- Resigned July 9, 1993 /

Registered July 20, 1993

Director ~~Masao~~ Shinzo Yoshida

Director Hiroshi Iijima

Director Tatsusaburo Ito

Director Hirofumu Kasai

Director ~~Yasuo Higuro~~

- The above 5 members were
re-elected June 25, 1992

- Resigned July 9, 1993

Registered July 20, 1993

Representative Harunori Takahashi

Elected February 2, 1993

Director: 7-1, Yagumo 4, Meguro-ku, Tokyo

Auditor Yasuo Kozumi

Elected June 25, 1992

Auditor Kensaku Okamoto

Re-elected June 25, 1992

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DIVISION OF CORPORATIONS
95 JAN -4 PM 2:25

Company Name: GENERAL LEASE CO., LTD.

Other Matters: Name and Address of transfer agent
THE MITSUI TRUST AND BANKING CO., LTD.
1-1, Nihonbashi-Muromachi 2, Chuo-ku, Tokyo

Branch
c/o Stock Transfer Agent Division
The Mitsui Trust and Banking Co., Ltd.
1-1, Nihonbashi-Muromachi 2, Chuo-ku, Tokyo

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This is a transcript of the register.

March 15, 1904
To'vo Legal Affairs Bureau
Registrar: Toshitaki Nagayoshi

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN-4 PM 2:25

発行済株式の総数 並びに種類及び数	資本の額	変 更 年 月 日			
		登 記 年 月 日			
発行済株式の総数 88,000 株	金 10億4,000 万円				
		平成	年	月	日変更
		平成	年	月	日登記
		平成	年	月	日変更
		平成	年	月	日登記
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		平成	年	月	日登記

FILED
CLERK OF SECTIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JAN -4 PM 2:25

会社成立の年月日

昭和 62 年 11 月 18 日

登記用紙を起こした事由及び年月日

平成5年6月28日東京都千代田区平河町一丁目4番12号から
本店移転

平成 5 年 7 月 2 日 登記



印登商九一

平成	年	月	日	変更
平成	年	月	日	登記
平成	年	月	日	変更
平成	年	月	日	登記

平成	年	月	日	
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平成	年	月	日	
平成	年	月	日	登記

経済新聞に掲載して行う

平成	年	月	日	変更
平成	年	月	日	登記

SECRETARY OF STATE
JAN 25 1991
FBI

全 部 三 三

平成	年	月	日	変更	平成	年	月	日	登記
平成	年	月	日	変更	平成	年	月	日	登記

全 部 三 三

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平成	年	月	日	変更	平成	年	月	日	登記

一、研究目的

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62 11 18

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枚数

商号

ゼネラルリース 株式会社

本店

東京都港区西新橋三丁目19番12号

公告する方法

東京都において発行する日本経済新聞に掲載して行う

平成 年 月 日変更
平成 年 月 日登記

額面株式1株の金額

金 5 万円

平成 年 月 日変更
平成 年 月 日登記

発行する株式の総数

16 万株

平成 年 月 日変更
平成 年 月 日登記



商号・資本額

1



日 付
昭和二十一年一月



商 号

ゼネラル・リース 株式会社

目 的

1. 総合リース業

2. 融資および融資の斡旋、保証ならびに代行業務

3. 有価証券の運用

4. 投資事業組合財産の運用及び管理

5. 不動産の賃貸、売買ならびに斡旋

6. 損害保険の代理業務

7. ホテル及びその附帯施設の利用に関する会員権の売買
仲介並びにその斡旋業務

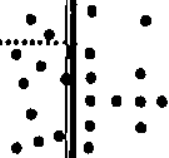
8. ホテルの企画並びに経営

9. 上記各号に附帯関連する一切の業務

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SECRETARY OF STATE
DIVISION OF REGISTRATIONS

JAN -4 PM 2:25

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DIVISION OF RECORDS
95 JAN -4 PM 2:25



印林商

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•

商 号				ゼネラルリース 株式会社			
本 店				東京都港区西新橋三丁目10番12号			
役員に関する事項		年 月 日		年 月 日			
		原 因		原 因			
		登 記 年 月 日		登 記 年 月 日			
取締役 高橋 治 則		平成 4 年 6 月 25 日		平成 年 月 日			
		重 任					
		平成 年 月 日登記		平成 年 月 日登記			
取締役 増井 常吉		平成 5 年 6 月 24 日		平成 5 年 7 月 9 日			
		就 任		辞任			
		平成 年 月 日登記		平成 5 年 5 月 20 日登記			
取締役 吉田 眞 朗		平成 年 月 日		平成 年 月 日			
		平成 年 月 日登記		平成 年 月 日登記			
		平成 年 月 日		平成 年 月 日			
取締役 飯 島 弘 志		平成 年 月 日		平成 年 月 日			
		平成 年 月 日登記		平成 年 月 日登記			
		平成 年 月 日		平成 年 月 日			
取締役 伊 藤 展三郎		平成 年 月 日		平成 年 月 日			
		平成 年 月 日登記		平成 年 月 日登記			
		平成 年 月 日		平成 年 月 日			
取締役 河 西 宏 和		平成 年 月 日		平成 年 月 日			
		平成 年 月 日登記		平成 年 月 日登記			
		平成 年 月 日		平成 年 月 日			
取締役 日暮 康一男		平成 4 年 6 月 25 日		平成 5 年 7 月 9 日			
		以上 5 名重任		辞任			
		平成 年 月 日登記		平成 5 年 7 月 20 日登記			

FILED
 RECEIVED
 JUN 14 1993
 SEC. OF COM.



役 員 欄 / 丁

商 号 ゼネラル・リース 株式会社

その他の事項

名義書換代理人の氏名および住所

東京都中央区日本橋室町二丁目1番1号
三井信託銀行株式会社

営業所

東京都中央区日本橋室町二丁目1番1号
三井信託銀行株式会社証券代行部

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DIVISION OF CORPORATIONS
95 JAN -4 PM 2:25



目的一部
予備欄

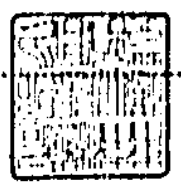


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DIVISION OF RECORDS AND
55 JAN -4 PM 2:25

これは登記簿の謄本である。

東京法務局港出張所

登記官 永吉 敏明



02353