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LICENSED TO PRACTICE
IN
FLORIDA & OHIO

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April 25, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: COUNTRY CLUB VILLAS DEVELOPMENT CORPORATION and
COUNTRY CLUB VILLAS CONDOMINIUM, INC.

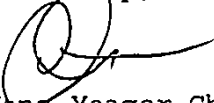
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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find two sets of Articles of Incorporation and Appointments of Resident Agent, along with a check in the amount of \$245.00, regarding the above-referenced corporations. Please file the articles and return the original Certificates of the State Secretary and a filed copies of the Articles to our office.

Should you have any questions, or require any additional information, please feel free to contact me.

Sincerely,


Jane Yeager Cheffy

JYC:cjsn

Enclosures

97-076

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4/30/97

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**ARTICLES OF INCORPORATION
OF
COUNTRY CLUB VILLAS DEVELOPMENT CORPORATION**

STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is COUNTRY CLUB VILLAS DEVELOPMENT CORPORATION.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

JANE YEAGER CHEFFY, Attorney at Law
2375 Tamiami Trail North, Suite 207
Naples, Florida 34103-4439
Phone: (941) 263-1130.

The initial street address of the principal office of the corporation in the State of Florida will be: 331 Cape Coral Parkway West, Cape Coral, Florida 33914.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation is:

Juergen Wacker
Haselnusspfad 7
65933 Frankfurt GERMANY

Reiner Jung
Haselnusspfad 3
65933 Frankfurt GERMANY

Frank Juergens
Flanbrechtstrasse 7
65931 Frankfurt GERMANY.

ARTICLE VII - INCORPORATORS

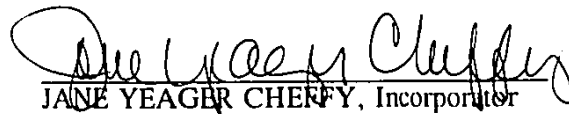
The name and address of the person signing these Articles of Incorporation are:

JANE YEAGER CHEFFY,
Attorney at Law
2375 Tamiami Trail North, Suite 207
Naples, Florida 34103-4439.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of April, 1997.

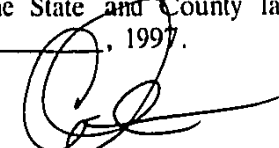
STATE OF FLORIDA

COUNTY OF COLLIER


JANE YEAGER CHEFFY, Incorporator

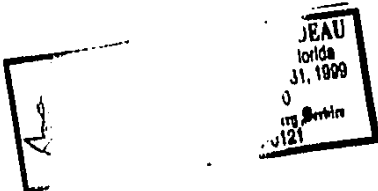
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JANE YEAGER CHEFFY, (one of the following should be checked; if none are checked, she is personally known to me) — who is personally known to me, or — has produced — as identification and who did take an oath, and is named in the foregoing instrument and that she acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 23rd day of April, 1997.


NOTARY PUBLIC

(SEAL)

Printed Name of Notary
My Commission Number is:
My Commission Expires:



**APPOINTMENT OF RESIDENT AGENT
STATE OF FLORIDA
DEPARTMENT OF STATE**

FILED

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ALBANY, FLORIDA
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

COUNTRY CLUB VILLAS DEVELOPMENT CORPORATION, a corporation under the laws of the State of Florida, with its principal office at: 331 Cape Coral Parkway West, Cape Coral, Florida 33914, has named JANE YEAGER CHEFFY, ESQ. as its resident agent to accept service of process within this State.

OFFICERS:

PRESIDENT - Juergen Wacker
SECRETARY - Frank Juergens
TREASURER - Juergen Wacker
VICE PRESIDENT - Reiner Jung

DIRECTORS:

Juergen Wacker
Reiner Jung
Frank Juergens

DATED: May 2, 1997

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Jane Yeager Cheffy
JANE YEAGER CHEFFY