

P 97000083570



ACCOUNT NO. : 072100000032

REFERENCE : 545006 9725B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 26, 1997

ORDER TIME : 11:28 AM

ORDER NO. : 545006-005

200002304832--3
-09/26/97--01050--030
****122.50 ****122.50

CUSTOMER NO: 9725B

CUSTOMER: Ms. Peggy D'amore
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC FILING

NAME: VANAIR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 SEP 26 PM 1:19
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

RECORDED
97 SEP 25 PM 12:27
DIVISION OF CORPORATION

SN SEP 26 1997

ARTICLES OF INCORPORATION

OF

**VANAIR, INC.,
a Florida corporation**

FILED
97 SEP 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Vanair, Inc., a Florida corporation.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is c/o North American Properties - Southeast, Inc., 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida, 33907 and the name of its initial Registered Agent at such address is Dale G. Hafele. The principal office of the Corporation is located at c/o North American Properties - Southeast, Inc., 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

ARTICLE VI

The Corporation shall have at least one (1) Directors. The initial Board of Directors of the Corporation shall be comprised of four (4) Directors whose names and addresses are:

Thomas L. Williams	212 East Third Street, Suite 300 Cincinnati, Ohio 45202
W. Joseph Williams, Jr.	212 East Third Street, Suite 300 Cincinnati, Ohio 45202
Richard W. Grote	212 East Third Street, Suite 300 Cincinnati, Ohio 45202
Thomas D. Grote	212 East Third Street, Suite 300 Cincinnati, Ohio 45202

ARTICLE VII

The name and address of the incorporator is:

Dale G. Hafele
12995 South Cleveland Avenue, Suite 214
Fort Myers, Florida 33907

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51 %) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

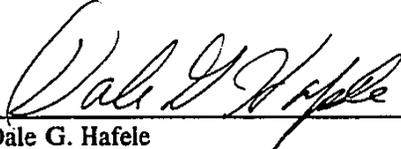
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 25th day of September, 1997.

INCORPORATOR:



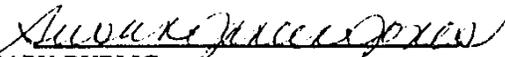
 Dale G. Hafele

STATE OF FLORIDA)
)SS:
 COUNTY OF ^)

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by Dale G. Hafele, who is personally known to me, or who has produced _____ as identification.



Susan Janeen Jones
 My Commission CC504041
 Expires Oct 16, 2000


 NOTARY PUBLIC
 Name: Susan Janeen Jones
 (Type or Print)
 My Commission Expires: 005-94041

**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 607.0501, Florida Statutes, the following is submitted:

That Vanair, Inc., a Florida corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12955 South Cleveland Avenue, Suite 214, in the City of Fort Myers, State of Florida, has named Dale G. Hafele, as its agent to accept service of process within Florida.

VANAIR, INC.,
a Florida corporation

By: *Dale G. Hafele*
Dale G. Hafele, Incorporator

Date: September 25, 1997

FILED
97 SEP 26 PM 1:19
TAX DIVISION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dale G. Hafele
Dale G. Hafele

Date: September 25, 1997