



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928674 80670A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED STATE
SECRETARY OF CORPORATIONS
98 AUG 14 PM 12:19
DIVISION OF CORPORATIONS

ORDER DATE : August 14, 1998

ORDER TIME : 2:54 PM

ORDER NO. : 928674-005

CUSTOMER NO: 80670A

CUSTOMER: Mr. Pieter G. Van Dien
CARDILLO KEITH & BONAQUIST

3550 E. Tamiami Trail

Naples, FL 34112

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-08/17/98--01005--005
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DOMESTIC FILING

NAME: THE CLUB ESTATES REALTY, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 AUG 14 PM 4:17
DIVISION OF CORPORATION

g 8/17/98

**ARTICLES OF INCORPORATION
OF
The Club Estates Realty, Inc.**

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ARTICLE I

The name of this corporation shall be:

The Club Estates Realty, Inc., a Florida Corporation.

ARTICLE II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be five hundred (500) shares with a par value of One Dollar (\$1.00) and shall be classified as follows:

Series A	Voting	500 Shares
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ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The name and address of the corporation's initial registered agent is:

John P. Cardillo, Esq.
3550 East Tamiami Trail
Naples, Florida 34112

ARTICLE VII

The principal place of business of this corporation shall be located at: 4141 Isle of Capri Road, Naples, Florida 34114, and may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the Board of Directors of this corporation.

ARTICLE VIII

The business of this corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-Laws of the corporation.

ARTICLE IX

The name and post office address of the Directors of this corporation who should hold office unless otherwise provided in the duly adopted By-Laws of this corporation for the first year of existence of the corporation or until his successors are elected and qualified, are as follows:

Charles V. Benton
4141 Isle of Capri Road
Naples, Florida 34114

Keith Davison
4141 Isle of Capri Road
Naples, Florida 34114

Mark Stavropoulos
2701 Troy Center Drive, Suite 240
Troy, Michigan 48084-4741

Charles L. Benton, J.r.
3915 Calverton Drive
Hyattsville, MD 20782

I.L. Morris
1297 North Lewis Street
Glennville, WV 26351

ARTICLE X

The name and post office address of the President, Vice President, Secretary and Treasurer, who shall hold office for the first year of existence of the corporation, or until his successors are elected pursuant to the corporation By-Laws are as follows:

President - Charles V. Benton
4141 Isle of Capri Road
Naples, Florida 34114

Vice President- Keith Davison
4141 Isle of Capri Road
Naples, Florida 34114

Treasurer - Charles V. Benton
4141 Isle of Capri Road
Naples, Florida 34114

Secretary - Keith Davison
4141 Isle of Capri Road
Naples, Florida 34114

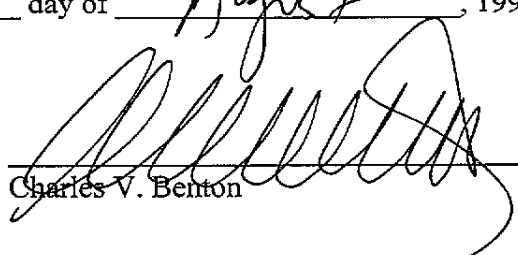
ARTICLE XI

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

Charles V. Benton
4141 Isle of Capri Road
Naples, Florida 34114

Charles V. Benton, the undersigned, being the original subscriber and incorporator of the foregoing corporation, does hereby certify that the foregoing constitutes the charter of the above corporation.

Witness my hand and seal this 5th day of August, 1998.


Charles V. Benton

STATE OF FLORIDA,
COUNTY OF COLLIER,

Before me, the undersigned Notary Public, personally appeared Charles V. Benton, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Subscribed and sworn to before me on this 5th day of August, 1998.



NOTARY PUBLIC

My Commission Expires:
(SEAL)

Elizabeth Hope Jones
Notary Public State of Florida
Commission Number
CC 486527
My Commission Expires
August 6, 1999

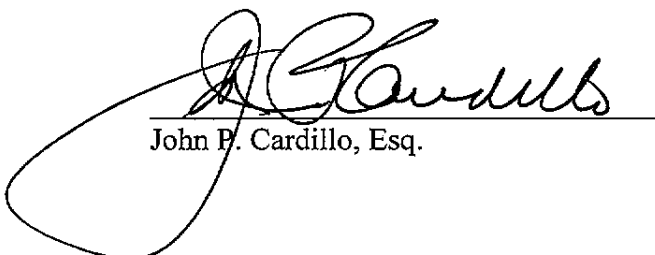
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Charles V. Benton desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 4141 Isle of Capri Road, Naples, Florida 34114 in the City of Naples, County of Collier, State of Florida, and has named John P. Cardillo, Esq., 3550 East Tamiami Trail, Naples, Florida 34112 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



John P. Cardillo, Esq.

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