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LAW OFFICES

HENRY NORTON

SUITE 1201 BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

HENRY NORTON
RITA F. NORTON

April 2, 1999

TELEPHONE 374-3116
AREA CODE 305

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

Re: Incorporation of COUNTRY CLUB LEASING
CORP.

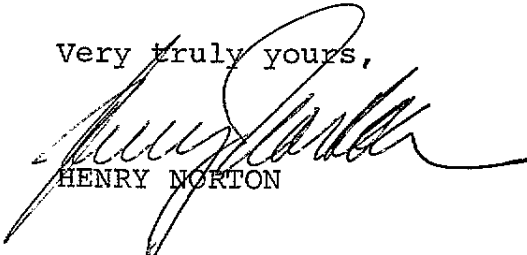
Dear Sir:

Enclosed please find proposed Articles of Incorporation and Resident Agent Certificate prepared for Country Club Leasing Corp. Further enclosed please find our check in the sum of \$122.50 to cover the filing fee and cost of a certified copy of the Articles.

After the enclosed documents have been duly approved and filed, I would appreciate your sending the certified copy and the receipt to me.

If possible, I would like to receive a current list of your fees.

Very truly yours,


HENRY NORTON

HN/nb

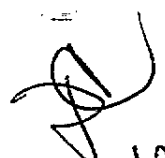
Enclosures

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-04/06/99-01010-006
****122.50 *****78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -6 AM 10:44

FILED



ARTICLES OF INCORPORATION
OF
COUNTRY CLUB LEASING CORP.

99 APR -6 AM 10:44
STATE OF FLORIDA
TALLAHASSEE

ARTICLE I - NAME USED

The name of this Corporation is COUNTRY CLUB LEASING CORP.

ARTICLE III - PURPOSE

A) To buy, sell, hire, lease, operate, or otherwise use, at any place or places, airplanes, flying apparatuses, or other mechanical devices for aerial operation or navigation, of any and every kind and description.

B) To acquire, by purchase, exchange, lease, or otherwise, lands and interest in lands; to own, hold, improve, develop, and manage shopping centers, warehouses, and all types of real estate; to erect, or to cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied; and to encumber or dispose of any lands or interest in lands, and any buildings or structures, and any stores, shops, suites, rooms, or part of any building or other structures at any time owned or held by the Corporation.

C) To acquire, by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, personal property of every class or description and rights and privileges therein wheresoever situate.

D) To contract debts and borrow money, issue, and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

G) To transact any other lawful business under the laws of the State of Florida and to exercise all powers convenient, incident to, or necessary in the proper conduct of the business anywhere in the world, which are granted to corporations for profit under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Ten (\$10.00) Dollar par value common stock.

ARTICLE V - INCORPORATOR

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

JERALD A. BOVINO
2529 Inlands Court
Toledo, Ohio 43615-2287.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 25 S. E. Second Avenue, Suite 710, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: WERNER PREUSS.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation is located at: 25 S. E. Second Avenue, Suite 710, Miami, Florida 33131.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this Corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
JERALD A. BOVINO	2529 Inlands Court Toledo, Ohio 43615-2287	President
ESTER P. BOVINO	2529 Inlands Court Toledo, Ohio 43615-2287	Vice- President
WERNER PREUSS	25 S. E. Second Avenue, #710 Miami, Florida 33131	Treasurer
JUTTA PREUSS	25 S. E. Second Avenue, #710 Miami, Florida 33131	Secretary

ARTICLE IX - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as now or hereafter conferred upon it by law. This Corporation shall have the power to issue the whole or any part of the shares of its common stock as partly paid, subject to calls thereon until the whole thereof shall have been paid in full; this is to be determined by the Board of Directors. Upon the election of the Board of Directors by the stockholders, such Board of Directors shall manage the business and affairs of the Corporation without the need of further authorization of the stockholders, except as by law provided. All the holders of stock shall be entitled to vote the same, whether such stock be fully or partially paid, unless determined otherwise by the Board of Directors at or before the time of issuance thereof.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 10th day of March, 1999.



JERALD A. BOVINO
Subscriber

SS:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County set forth above, this
10th day of March, 1999.

Jeanetta Costanzo
Notary Public
State of Ohio

JEANETTA COSTANZO
Notary Public, State of Ohio
Commission Expires 11-3-03

or

Type of identification _____

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 COUNTRY CLUB LEASING CORP.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Miami, _____ County
of Miami-Dade, State of Florida
has named WERNER PREUSS
located at 25 S. E. Second Avenue, Suite 710,
(Street address and number of building,
Post Office Box address not acceptable)
City of Miami, _____ County of Miami-Dade,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By _____

WERNER PREUSS
(Resident Agent)

