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ACCOUNT NO. : 072100000032

REFERENCE : 673269 121767A

AUTHORIZATION : Patricia Pizote

COST LIMIT : \$ 122.50

ORDER DATE : September 1, 1995

ORDER TIME : 9:31 AM

ORDER NO. : 673269

CUSTOMER NO: 121767A

CUSTOMER: Martin I. Genauer, Esq  
KARP & GENAUER, P.A.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: CLUB REMOTE, INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION  
OF  
CLUB REMOTE, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is CLUB REMOTE, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address is c/o Dr. Frank Moya, 801 Arthur Godfrey Road, Suite 400, Miami Beach, Florida 33140.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence the date of filing of these Articles.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the sole purpose of acting as a member of Club M&G, L.C., a Florida limited liability company (the "Limited Liability Company"). The corporation shall only

incur indebtedness and liabilities that relate to the corporation's duties and obligations as member of the Limited Liability Company.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is one thousand (1,000) shares of Common Stock of a par value of one dollar (\$1.00) per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is 2 Alhambra Plaza - Suite 1202, Coral Gables, Florida 33134.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The

initial shall be:

Frank Moya, M.D.	Mitchell Garrett
801 Arthur Godfrey Road	2400 S. Federal Highway
Suite 400	Suite 330
Miami Beach, FL 33140	Stuart, FL 34994

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alhambra Registered Agents, Inc.

#### ARTICLE IX

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

#### ARTICLE XI

##### POWERS

The corporation is prohibited from engaging in, and shall vote its membership interest not to permit the Limited Liability Company to engage in, any dissolution, liquidation, consolidation, merger, asset sale or transfer of ownership interests in the Limited Liability Company as long as the Limited Liability Company has any

outstanding obligations under any first lien mortgage encumbering the property of the Limited Liability Company or any loan documentation related thereto (the "Loan").

The unanimous consent of the directors of the corporation is required in order to:

- a. file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the Limited Liability Company to do so;
- b. engage in any other business activity or cause the Limited Liability Company to engage in any business activity other than as permitted by the Agreement of Operation of the Limited Liability Company; or
- c. amend the articles of incorporation of the corporation or to approve any proposed amendment to the Agreement of Operation of the Limited Liability Company.

The corporation shall observe, and shall vote its membership interest to cause the Limited Liability Company to observe, the following "Separate Covenants":

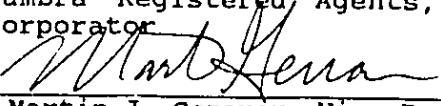
- a. to maintain books and records separate from any other person or entity;
- b. not to commingle its assets or funds with those of any other person or entity;
- c. to conduct its own business in its own name;
- d. to maintain separate financial statements;
- e. to pay its liabilities out of its own funds;
- f. to observe all corporate formalities;
- g. to conduct all transactions with its shareholders or any affiliates on an arm's-length basis and pursuant to enforceable agreements;
- h. to pay the salaries of its own employees;
- i. not to guarantee, become obligated for or pay the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

- j. to fairly and reasonably allocate and charge any overhead for shared office space and common employees;
- k. to use its own letterhead, invoices and checks;
- l. not to pledge its assets for the benefit of any other entity;
- m. to hold itself out as a separate entity; and
- n. to file its own tax returns.

The corporation's obligation to indemnify its directors and officers shall not constitute a claim against the corporation as long as the Loan is outstanding.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of August, 1995.

Alhambra Registered Agents, Inc.,  
Incorporator

By:   
Martin J. Genauer, Vice President

STATE OF FLORIDA

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) SS:

COUNTY OF DADE


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BEFORE ME, personally appeared Martin J. Genauer, Vice President of Alhambra Registered Agents, Inc., to me personally known, and he did acknowledge to me that he executed the foregoing Articles of Incorporation of CLUB REMOTE, INC., a Florida corporation, on behalf of Alhambra Registered Agents, Inc., as Incorporator of Club Remote, Inc.

WITNESS my hand and official seal this 31st day of August, 1995.



RICHARD LEVINE  
My Commission 00000001  
Expires Aug. 07, 1998  
Bonded by HAI  
800-462-1555

  
Notary Public, State of Florida  
Name: Richard S. Levine

My Commission Expires: 8/7/98

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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
OF  
CLUB REMOTE, INC.

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That CLUB REMOTE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami Beach, County of Dade, State of Florida, has named ALHAMBRA REGISTERED AGENTS, INC., located at 2 Alhambra Plaza, Suite 1202, City of Coral Gables, County of Dade, State of Florida, as its registered agent to accept service of process within this State.

A C K N O W L E D G M E N T

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

Dated this 31st day of August, 1995.

ALHAMBRA REGISTERED AGENTS, INC.

By: Martin J. Genauer  
Martin J. Genauer, Vice President