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(((H96000001514)))  
TO: DIVISION OF CORPORATIONS MAIL ROOM MAILING COVER SHEET  
DEPARTMENT OF REVENUE FROM TESCHER, P.M., VALENTINE, MAIN  
STATE OF FLORIDA  
400 EAST GULF STREET  
TALLAHASSEE, FL 32399 SUITE 2300  
FT. LAUDERDALE FL 33394-0000  
FAX: (904) 922-4000 CONTACT: PATRICIA FOX-BUTLER  
PHONE: (305) 467-1964  
FAX: (305) 467-2264

(((H96000001514))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: HOSPITALITY CAPITAL GROUP, INC.  
FAX AUDIT NUMBER: H96000001514 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/31/1996 TIME REQUESTED: 15:46:28  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072164000350

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96 APR 25 PM 5:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and initials*

*Handwritten signature and date 4/29*

DIVISION OF CORPORATIONS

96 FEB -1 AM 8:02

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

February 1, 1998

TESCHER LIPPMAN VALINSKY & KAIN

FT. LAUDERDALE, FL

SUBJECT: HOSPITALITY CAPITAL GROUP, INC.  
REF: H96000002453

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loris Poole  
Corporate Specialist

FAX Aud. #: H96000001514  
Letter Number: 796X00004440

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

R-93X

APR 26 1998 15:55 No. 014 P. 12

TEL: 305-467-2264

02-01-98 11:54AM P001 #12

KTLVK



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

April 15, 1998

Steven N. Lippman  
Attorney at Law  
Kipnis Tescher Lippman Vallinsky & Kain  
One Financial Plaza, Suite 2308  
Ft. Lauderdale, FL 33394

Re: "InterBank Hospitality Capital Corporation"  
"Club Bank Services, Inc."

Dear Mr. Lippman:

On March 7, 1998, the Division of Banking received your request for clearance to use the above-mentioned corporate name(s). This request was noticed in the Florida Administrative Weekly beginning March 22, 1998, for 21 days until April 12, 1998, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

**April 18, 1996  
Page Two**

**It is the opinion of this Department that your corporate name(s) are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name(s), "InterBank Hospitality Capital Corporation" and "Club Bank Services, Inc.".**

**Sincerely,**



**Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111**

**:kr**

**cc: Ms. Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office**

ARTICLES OF INCORPORATION  
OF  
INTERBANK HOSPITALITY CAPITAL CORPORATION

FILED  
96 APR 26 PM 5:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act for the purpose of operating a medical practice.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is InterBank Hospitality Capital Corporation

**SECOND:** The principal office of the Corporation shall be located at 4901 Sanctuary Lane, Boca Raton, Florida 33431. The mailing address of the Corporation is 4901 Sanctuary Lane, Boca Raton, Florida 33431.

**THIRD:** The aggregate number of shares which the Corporation shall have authority to issue is 1000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

**FOURTH:** No holder of any of the shares of any class of the Corporation shall not be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased or decreased by the bylaws.

The name and address of the persons who are to serve as the members of the initial Board of Directors of the Corporation is as follows:

Fax Audit No. H96000001514  
Prepared by: Kipnis Tescher Lippman Valinsky & Kahn  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954) 467-1964

**NAME**

**ADDRESS**

Gerald M. Davis

4901 Sanctuary Lane  
Boca Raton, Florida 33431

Simon A. Hershon

630 Fifth Avenue  
New York, NY 10111

**SIXTH:** The name of the initial registered agent of the Corporation in the State of Florida is Gerald M. Davis and the address of the initial registered agent of the Corporation is 4901 Sanctuary Lane, Boca Raton, Florida 33431.

**SEVENTH:** The name and address of the incorporator is:

**NAME**

**ADDRESS**

Gerald M. Davis

4901 Sanctuary Lane  
Boca Raton, Florida 33431

**EIGHTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**NINTH:** The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on April 26, 1996

  
Gerald M. Davis, Incorporator

Fax Audit No. H960000001514

Prepared By: Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394

(954) 467-1964  
0340/96-18087

FAX AUDIT NO. H96000001514

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
Gerald M. Davis

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96 APR 26 PM 5:43  
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TALLAHASSEE, FLORIDA

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Prepared by: Kipnis Teacher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954-467-1964)

0340/96-14007

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Apr 26 '96 15:51 No.014 P.04

TEL:305-467-2264

KTLVK

P96000036680

8/16/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

10:50 AM

((H96000011430))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN

DEPARTMENT OF STATE

ONE FINANCIAL PLAZA

STATE OF FLORIDA

SUITE 2308

409 EAST GAINES STREET

FT. LAUDERDALE FL 33394-0000

TALLAHASSEE, FL 32399

CONTACT: PATRICIA FOX-BUTLER

FAX: (904) 922-4000

PHONE: (305) 467-1964

FAX: (305) 467-2264

((H96000011430))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: INTERBANK HOSPITALITY CAPITAL CORPORATION

FAX AUDIT NUMBER: H96000011430

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/16/1996

TIME REQUESTED: 09:37:04

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

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96 AUG 16 PM 4:08  
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TALLAHASSEE, FLORIDA

Corporation - di

Florida

005101 00586 00671

1711. Lippmann GAVE

AUTHORIZATION BY PHONE TO

CORRECT Cross thru initial

DATE 8/19/96

DOC. EXAM Linda

96 AUG 16 PM 4:08

96 AUG 16 AM 10:52

005101





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

August 16, 1996

INTERBANK HOSPITALITY CAPITAL CORPORATION  
4901 SANCTUARY LANE  
BOCA RATON, FL 33431

SUBJECT: INTERBANK HOSPITALITY CAPITAL CORPORATION  
REF: P96000036680

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000011430  
Letter Number: 896A00039186

08-16-96 02:29PM  
00:30 15 31 00795

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF INTERBANK HOSPITALITY CAPITAL CORPORATION

Pursuant to the provisions of Florida Statute §§ 607.1005 and 607.1006, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the corporation is InterBank Hospitality Capital Corporation.
2. The Articles of Incorporation are hereby amended as follows:

Article Fifth is amended to read as follows:

FIFTH: The number of directors constituting the ~~initial~~ Board of Directors of the Corporation is one which may be increased or decreased by the bylaws.

The name and address of the person who is to serve as the member of the Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerald M. Davis	4901 Sanctuary Lane Boca Raton, Florida 33431

4. The foregoing amendment was adopted the sole incorporator of the Corporation on July 17, 1996 without shareholder action, which was not required.

IN WITNESS WHEREOF, the undersigned has executed these articles of amendment this \_\_\_th day of August, 1996.

  
Gerald M. Davis, Incorporator

STATE OF FLORIDA           )  
                                  )SS:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 12th day of August, 1996 by Gerald M. Davis as Incorporator of InterBank Hospitality Capital Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced

Fax Audit No. H96000011430  
Prepared by: Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954) 467-1964  
Steven N. Lippman, Esq.  
Florida Bar No. 709638  
0340/96-14017

Fax Audit No. H96000011430

\_\_\_\_\_ as identification and did/did not take an oath.

Notary Public:

sign Carol W. Morgan  
print Carol W. Morgan  
State of Florida at Large (Seal)  
My Commission Expires:



CAROL W. MORGAN  
MY COMMISSION / CERTIFICATE EXPIRES  
April 24, 1996  
BONDED TRUST FUND INSURANCE, INC.

Fax Audit No. H96000011430  
Prepared By: Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954) 467-1964

0340/96-14017

2