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TO: DIVISION OF CORPORATIONS FROM
DEPARTMENT OF STATE
STATE OF FLORIDA
109 EAST GADSDEN STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: PATRICIA FOX-BUTLER
PHONE: (305) 467-1964
FAX: (305) 467-2264
FT. LAUDERDALE FL 33394-0000
BINNEY & KERN

(((H96000001515))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HCG, INC.
FAX AUDIT NUMBER: H96000001515
DATE REQUESTED: 01/31/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:50:25
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072164000350

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96 FEB 11 AM 10:51
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TALLAHASSEE, FLORIDA

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

RECEIVED
96 FEB -1 AM 8:02
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra H. Morham
Secretary of State

February 1, 1996

TESCHER LIPPMAN, VALINSKY & KAIN

FT. LAUDERDALE, FL

SUBJECT: HCG, INC.
REF: W96000002450

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.

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If you have any questions about the availability of a particular name, please call (804) 488-9000.

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Loria Poole
Corporate Specialist

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15:55 NO.014 P.11

96 APR 26

TEL:305-467-2264

02-01-96 11:10AM 0002 #10

KTLV



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

April 16, 1988

Steven N. Lippman
Attorney at Law
Kipnis Tescher Lippman Valinsky & 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, 1988, 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, 1988, for 21 days until April 12, 1988, 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 16, 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

FAX AUDIT NO. H96000001515

ARTICLES OF INCORPORATION
OF
CLUB BANK SERVICES, INC.

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 Club Bank Services, Inc.

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. H96000001515
Prepared by: Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1964

0340/96-14009

1

FAX AUDIT NO. H96000001519

NAME

ADDRESS

Gerald M. Davis

5301 North Federal Highway
Boca Raton, Florida 33487

Simon A. Herston

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

5301 North Federal Highway
Boca Raton, Florida 33487

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 16, 1996


Gerald M. Davis, Incorporator

Fax Audit No. H96000001515

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

0340/96-14009

2

FAX AUDIT NO. H96000001515

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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TALLAHASSEE, FLORIDA

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Apr 26 '96 15:53 No. 014 P. 07

TEL: 305-467-2264

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8/16/96

FLORIDA DIVISION OF CORPORATIONS
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11:02 AM

((H96000011429))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
ONE FINANCIAL PLAZA
SUITE 2308
FT. LAUDERDALE FL 33394-0000

FAX: (904) 922-4000

CONTACT: PATRICIA FOX-BUTLER

PHONE: (305) 467-1964

FAX: (305) 467-2264

((H96000011429))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CLUB BANK SERVICES, INC.

FAX AUDIT NUMBER: H96000011429

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/16/1996

TIME REQUESTED: 09:28:06

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TALLAHASSEE, FLORIDA

00560, 00586, 00671

Mr. Lippman
GIVEN
AUTHORIZATION BY *Mr. Lippman*
CORRECT *Cross thru initial*
DATE *8/19/96*
DOC. EXAM *Kende*

C. O. Lippman
Kende

40:11WV 91 00V 96

03/13/96



FLORIDA DEPARTMENT OF STATE
Sandra D. Morham
Secretary of State

August 16, 1996

CLUB BANK SERVICES, INC.
4901 SANCTUARY LANE
DOCA RATON, FL 33431

SUBJECT: CLUB BANK SERVICES, INC.
REF: F96000036607

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

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Letter Number: 496A00039186

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X-93X

904-922-3709

08-16-96 02:01PM P001 #32

7005/007

TO 19049224000

FROM KIPNIS TESCHER 96-16-96 02:29PM

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF CLUB BANK SERVICES, INC.

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 Club Bank Services, Inc.
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:

NAME	ADDRESS
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 2th day of August, 1996 by Gerald M. Davis as Incorporator of Club Bank Services, Inc., a Florida corporation, on behalf

Fax Audit No. H96000011429
Prepared By: Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
0340/96-14031 (954) 467-1964
Steven N. Lippman, Esq.
Florida Bar No. 709638

FILED
96 AUG 16 PM 4:08
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

Fax Audit No. H96000011429

of the corporation. He is personally known to me or has produced _____ 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 # CC38418 EXPIRES
April 24, 1998
BONDED THRU TROY PAUL INSURANCE, INC.

Fax Audit No. H96000011429
Prepared By: Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1964

0340/96-14031

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