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TO: DIVISION OF CORPORATIONS FROM: RESCH, LEEPMAN, WALINE, KAIN
DEPARTMENT OF STATE ONE FINANCIAL PLAZA
STATE OF FLORIDA SUITE 200
40 EAST WASHINGTON STREET FT. LAUDERDALE FL 334-1000
TALLAHASSEE FL 32309 CONTACT: MARICIA FOX-BUTLER
FAX: (304) 942-1000 PHONE: (305) 467-1964
FAX: (305) 467-2264

((H96000001520)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HCG/INTERBANK, INC.

FAX AUDIT NUMBER: H96000001520

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

Wors. "Bank"
5/11

4/29

DIVISION OF CORPORATIONS

96 FEB -1 AM 8:02

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

February 1, 1996

TESCHER, LIPPMAN, VALINSKY, KAIN

FT. LAUDERDALE, FL

SUBJECT: HCG/INTERBANK, INC.
REF: H96000002452

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

Written approval and clearance of the terms **BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION** must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

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) 487-8934.

Loria Poole
Corporate Specialist

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Letter Number: 796A00004439

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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APR 26 1996 15:56 NO. 014 P. 13

TEL: 305-467-2264

02-01-96 11:18AM P001 N10

KTLV



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

March 25, 1998

Steven N. Lippman, Esq.
Kipnis Tescher Lippman Vainaky & Kain
Attorneys at Law
One Financial Plaza
Suite 2308
Ft. Lauderdale, FL 33304

Re: "HCG/InterBank Capital Corporation"
"InterBank Capital Corporation"

Dear Mr. Lippman:

On February 18, 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 1, 1998, for 21 days until March 22, 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

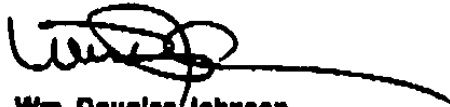
2. Use any name, word, sign, symbol, or device in any context or in any manner; or

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.

March 28, 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), "HCG/InterBank Capital Corporation" and "InterBank Capital Corporation".

Sincerely,



**Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0380
(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 CAPITAL CORPORATION

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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 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 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 initial Board of Directors of the Corporation is as follows:

Fax Audit No. H96000001520
Prepared by: Kipnis Tescher Lippman Valinsky & Kaine
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1964

NAME

ADDRESS

Gerald M. Davis

4901 Sanctuary Lane
Boca Raton, Florida 33431

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. H96000001520
Prepared by: Kipnis Teecher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1964

0340/96-14008

2

FAX AUDIT NO. H96000001520

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 15:54 No.014 P.10

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