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HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW

SUITE 401

2200 CORPORATE BOULEVARD, N.W.

BOCA RATON, FLORIDA 33431

TELEPHONE 561-097-0223

TELECOPIER: 561-097-0224

ROBERT J HUNT
JOSEPH H COOK
DAVID A RIGGS
RYNA E MEHR *
LAWRENCE J MILLER

LAINIE J SIMON
ANDREW M GROSS
SUSAN E GREENBERG

* BOARD CERTIFIED MARITAL AND FAMILY LAW and
FELLOW AMERICAN ACADEMY MATRIMONIAL LAWYERS

May 28, 1997

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via FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

EFFECTIVE DATE

5-28-97

RE: CORPORATE DISCOUNT CLUB, INC.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Joseph R. Cook

JRC/jal
Enclosures
cc: Mr. Bernard Goldberg

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FILED
97 MAY 29 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

97 MAY 29 AM 8:19

FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE DISCOUNT CLUB, INC.

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for CORPORATE DISCOUNT CLUB, INC.

1. The name of the corporation is CORPORATE DISCOUNT CLUB, INC.
2. The principal office of the corporation is:
7411 West Cypress Head Drive
Parkland, FL 33067
3. The corporation shall have authority to issue 7500 shares of stock, all of one class with no par value.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and his name and address is:

Name

Address

BERNARD GOLDBERG

7411 West Cypress Head Drive
Parkland, FL 33067

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	2200 Corporate Boulevard, N.W. Suite 401 Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be May 28, 1997, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida, on May 28, 1997.

HCRM Corp., as Incorporator

By: *Joseph R. Cook*
JOSEPH R. COOK, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of CORPORATE DISCOUNT CLUB, INC. were acknowledged before me by JOSEPH R. COOK, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 28th day of May, 1997, on behalf of HCRM Corp.

Jane Lighton
Notary Public
My commission expires:
Printed Name:



JANE LIGHTON
MY COMMISSION # CC382972 EXPIRES
July 22, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of CORPORATE DISCOUNT CLUB, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Joseph R. Cook
JOSEPH R. COOK, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by JOSEPH R. COOK as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 28th day of May, 1997, on behalf of the Corporation.

Jane Lighton
Notary Public
My commission expires:
Printed Name:



JANE LIGHTON
MY COMMISSION # CC382872 EXPIRES
July 22, 1998
BONDED THRU TROY FAIR INSURANCE, CO.

FILED
97 MAY 29 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA