



02000001199

ACCOUNT NO. : 072100000032

REFERENCE : 732249 7199649

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 5, 2002

ORDER TIME : 11:01 AM

ORDER NO. : 732249-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque
Hunton & Williams

Barclays Financial Center
1111 Brickell Ave., Suite 2500
Miami, FL 33131

DOMESTIC FILING

NAME: BANYAN INVESTMENT GROUP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

200007538612--6

-09/05/02--01032--013

****612.50 ****612.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore EXT. 1147

EXAMINER'S INITIALS:

RECEIVED
02 SEP -5 PM 1:51
TALLAHASSEE, FLORIDA

RECEIVED
02 SEP -5 AM 11:40
TALLAHASSEE, FLORIDA

a/s
rust

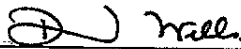
CERTIFICATE OF LIMITED PARTNERSHIP

1. BANYAN INVESTMENT GROUP, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 422 Cleveland Avenue, Harrison, New Jersey 07029
(Business address of Limited Partnership)

3. David E. Wells
(Name of Registered Agent for Service of Process)

4. c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 422 Cleveland Avenue, Harrison, New Jersey 07029
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: Perpetual
8. Name(s) of general partner(s): _____ Street address: _____

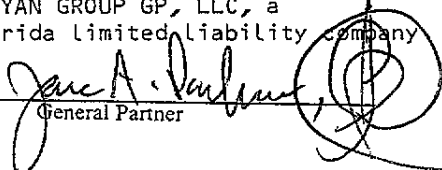
Banyan Group GP, LLC - L02000021793 422 Cleveland Avenue, Harrison, NJ 07029

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30 day of August, 2002.

Signature of all general partners:

BANYAN GROUP GP, LLC, a
Florida limited liability company

By: 
General Partner



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of BANYAN INVESTMENT
GROUP, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 75,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 75,000.00

Signed this 30 day of August, 2002

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

BANYAN GROUP GP, LLC, a
Florida limited liability company

By:

General Partner