

A99 000002167



ACCOUNT NO. : 072100000032  
REFERENCE : 524121 7199787  
AUTHORIZATION :  
COST LIMIT : \$ PPD:

ORDER DATE : December 21, 1999  
ORDER TIME : 11:54 AM  
ORDER NO. : 524121-005  
CUSTOMER NO: 7199787

400003076924--0  
-12/21/99--01069--026  
\*\*\*1846.25 \*\*\*1846.25

CUSTOMER: Brenton J. Allen, Esq  
AVIAN DEVELOPMENT CORPORATION  
AVIAN DEVELOPMENT CORPORATION  
2036 Washington Street  
  
Hanover, MA 02339

FILED  
99 DEC 21 PM 2: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BANYAN, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED  
99 DEC 21 PM 12: 53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
12/21

A99-2167

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF BANYAN, LTD.**

1. The name of the partnership is BANYAN, LTD.
2. The address of the Partnership's office is Suite 1000, 1400 Centrepark Blvd., West Palm Beach, FL 33401.
3. The name and address of the agent for service of process is Michael L. Marcus, President, Avian Development Corporation, c/o Corporate Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
4. The name and business address of the General Partner is as follows: Avian Development Corporation, 2036 Washington, Street, Hanover, MA 02339 Attn: Michael L. Marcus, President. *PA9000007896*
5. A mailing address for the Limited Partnership is c/o Michael L. Marcus, President, Avian Development Corporation, 2036 Washington, Street, Hanover, MA 02339.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2025.

This Certificate of Limited Partnership of BANYAN, LTD., has been executed on the *20th* day of December, 1999. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

AVIAN DEVELOPMENT CORPORATION,  
a Florida corporation

By: \_\_\_\_\_

*Michael L. Marcus*

Its: \_\_\_\_\_

President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 21 PM 2:57

FILED

**AFFIDAVIT**

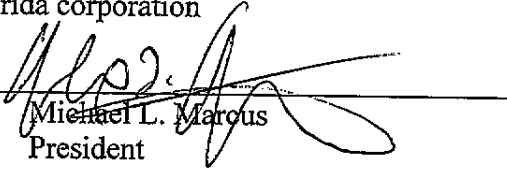
The undersigned, as general partner of BANYAN, LTD., pursuant to Florida Statute Section 620.108(1) hereby attest to the following:

1. The amount of initial capital contribution to Banyan, Ltd. is \$0.00.
2. The total amount anticipated to be contributed by the limited partner of BANYAN, LTD., is \$300,000.00.
3. The total amount anticipated to be contributed by the general partner of Banyan, Ltd., is \$3,000.00

By its execution, the general partner whose signature is set forth below, hereby affirms under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

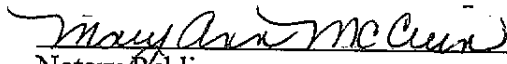
AVIAN DEVELOPMENT CORPORATION,  
a Florida corporation

By:   
Michael L. Marcus  
Its: President

FILED  
99 DEC 21 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF PLYMOUTH

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgement, the foregoing instrument was acknowledged before me this 21<sup>st</sup> day of December, 1999, by Michael L. Marcus, as President of AVIAN DEVELOPMENT CORPORATION, a Florida corporation, as General Partner of BANYAN, LTD., who is personally known to me, ~~or has produced~~ \_\_\_\_\_ as identification, and did/ ~~did not~~ take an oath.

  
Notary Public  
My commission expires 12/10/2004

My Commission Expires: