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ROLEWICK & GUTZKE, P.C.

ATTORNEYS AT LAW

November 21, 2000

David F. Rolewick
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Justin J. Karubas
Julie A. Novak
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J. Matthew Pfeiffer

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: BANYANPARTNERS CORP.
General Corporate Matters
BANINC-01

300003476163--2
-11/27/00--01112--021
*****87.50 *****87.50

To Whom It May Concern:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida for filing by your office for BanyanPartners Corp. Also enclosed is a check from our firm in the amount of \$87.50 to cover the filing fees. Please return a filed copy of the Application to this office in the enclosed envelope. Enclosed is a Certificate of Good Standing issued by the Illinois Secretary of State.

If you have any questions, please call me.

Sincerely,

ROLEWICK & GUTZKE, P.C.

Justin J. Karubas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JJK\alr
Enclosures
cc: BanyanPartners Corp.
CT Corporation System

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12/1

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. BanyanPartners Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois 3. 36-4388372
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 18, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1412 Halladay Court, Batavia, Illinois 60510
(Principal office address)
1412 Halladay Court, Batavia, Illinois 60510
(Current mailing address)
8. To transact any and all lawful business under the laws of Illinois and Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Christine M. Eastwine
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Craig D. Cary

Address: 548 Flock Avenue

Naperville, Illinois 60565-1298

Director: Richard L. Johnston

Address: 1412 Halladay Court

Batavia, Illinois 60510

B. OFFICERS

President: Richard L. Johnston

Address: 1412 Halladay Court

Batavia, Illinois 60510

Vice President: N/A

Address: _____

Secretary: Craig D. Cary

Address: 548 Flock Avenue

Treasurer: Naperville, Illinois 60565-1298

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Johnston, President

(Typed or printed name and capacity of person signing application)

File Number 6119-241-7



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

BANYANPARTNERS CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 18, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 14TH *day of* NOVEMBER *A.D.* 2000.

Jesse White

SECRETARY OF STATE