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10-11-00

08:00am

From: DREIER, BARITZ COLMAN

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Florida Department of State  
Division of Corporations  
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From:

Account Name : DREIER, BARITZ AND COLMAN  
Account Number : I20000000130  
Phone : (561)750-0910  
Fax Number : (561)750-5045

LIMITED LIABILITY COMPANY

Banyan Principal Services, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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**ARTICLES OF ORGANIZATION OF  
BANYAN PRINCIPAL SERVICES, L.L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be **BANYAN PRINCIPAL SERVICES, L.L.C. (the "Company")**.

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 12403 Rockledge Circle, Boca Raton, Florida 33428.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Barry Goldberg, 12403 Rockledge Circle, Boca Raton, Florida 33428.

**ARTICLE IV  
DURATION**

This Company shall have perpetual, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Operating Agreement adopted by the members.

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ARTICLE V  
MANAGEMENT

The Company will be managed by a manager in accordance with the Company's Operating Agreement. The name and address of the manager is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barry Goldberg	12403 Rockledge Circle, Boca Raton, Florida 33428

ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.


Executed by the undersigned member(s) at Boca Raton, Florida on the 27<sup>th</sup> day of September, 2000.

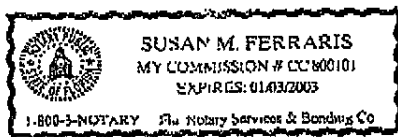
  
Barry Goldberg, member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of September, 2000, by Barry Goldberg. He  is personally known to me or  has produced FDL as identification.

NOTARY SEAL

  
Notary Public  
My commission expires:



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AM 8:57

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **BANYAN PRINCIPAL SERVICES, L.L.C.**

The name of the initial registered agent of the limited liability company is Barry Goldberg, 12403 Rockledge Circle, Boca Raton, Florida 33428.

**REGISTERED AGENT ACCEPTANCE**

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

  
Barry Goldberg

Date: September 27, 2000

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