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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Banyan Group GP, LLC

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**ARTICLES OF ORGANIZATION
OF
BANYAN GROUP GP, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is Banyan Group GP, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 422 Cleveland Avenue, Harrison, New Jersey 07029.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is David E. Wells. The Florida street address of the initial registered agent of the Company is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company shall be managed by its members.

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ARTICLE VII
MISCELLANEOUS

The existence of the Company shall commence on the date of filing these Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Banyan Group GP, LLC has executed these Articles of Organization as of August 22, 2002.



David E. Wells, as Authorized
Representative of Members

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Banyan Group GP, LLC, desiring to organize under the laws of the State of Florida, has named David E. Wells, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 duties and obligations of a registered agent outlined in Section 606.415, Florida Statutes.

Dated this 22nd day of August, 2002.



David E. Wells, Registered Agent

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA