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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Banyan Finance, LLC

Certificate of Status	1
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November 6, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PROSKAUER ROSE LLP

SUBJECT: BANYAN FINANCE, LLC
REF: W09000049399

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. The name of the Foreign Limited Liability Company is:

BANYAN FINANCE, LLC

2. The Jurisdiction under the law of which the foreign limited liability company is organized is Delaware

3. The FEI Number has been applied for.

4. The date of organization is November 4, 2009.

5. The duration of the limited liability company shall be perpetual.

6. The limited liability company has not transacted business in Florida prior to registration.

7. The street address of the Principal Office of the limited liability company is:

20283 State Road 7, Suite 109
Boca Raton, Florida 33498

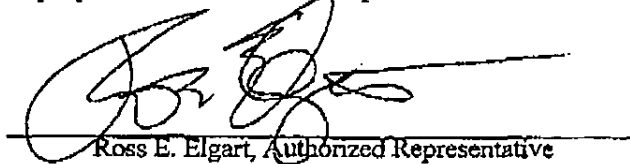
8. The limited liability company is member-managed.

9. The name and usual business address of the managing member is:

NEF Finance, LLC
20283 State Road 7, Suite 109
Boca Raton, Florida 33498

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.

11. The Nature of business or purposes to be conducted or promoted in Florida is for investments.



Ross E. Elgart, Authorized Representative

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Foreign Limited Liability Company is:

BANYAN FINANCE, LLC

2. The name and the Florida street address of the registered agent and office are:

NEF Finance, LLC
20283 State Road 7, Suite 109
Boca Raton, Florida 33498

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 this 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 as provided for in Chapter 608, Florida Statutes.


Ross E. Elgart, Authorized Representative of Registered Agent

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANYAN FINANCE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BANYAN FINANCE, LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7621774

DATE: 11-04-09

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** TOTAL PAGE.06 **