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FROM-ATLAS PEARLMAN, PA

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

BANYAN CAPITAL PARTNERS, INC.

Certificate of Status	0
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B. McKnight JUN 13 2001

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**ARTICLES OF INCORPORATION
OF
BANYAN CAPITAL PARTNERS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: BANYAN CAPITAL PARTNERS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 500 Fairway Drive, Suite 101, Deerfield Beach, FL 33441.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ADAM J. REISS, ESQ. FLA BAR #0182702
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Seventy Million (70,000,000) shares, of which:

(1) Forty million (40,000,000) shares shall be designated as Common Stock with a par value of \$.0001 per share; and

(2) Thirty million (30,000,000) shares shall be designated Preferred Stock with a par value of \$.0001 per share. Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Barry Goldberg at 500 Fairway Drive, Suite 101, Deerfield Beach, FL 33441.

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**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator is Barry Goldberg, with his address at 500 Fairway Drive, Suite 100, Deerfield Beach, FL 33441.

**ARTICLE IX
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation this 12th day of JUNE 2001.



Barry Goldberg, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BANYAN CAPITAL PARTNERS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 500 Fairway Drive, Suite 101, Deerfield Beach, FL 33441, has named Barry Goldberg at 500 Fairway Drive, Suite 101, Deerfield Beach, FL 33441, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Barry Goldberg

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