

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000173608 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ROETZEL & ANDRESS
Account Number : I20000000121
Phone : (239) 649-6200
Fax Number : (239) 261-3659

2005 JUL 22 AM 9:46
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BANYAN BROTHERS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

7/25/05

850-205-0381

7/20/2005 10:38 PAGE 001/001

Florida Dept of State

FILED

2005 JUL 22 AM 9:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 20, 2005

ROETZEL & ADDRESS

SUBJECT: CEDAR, INC.
REF: W05000034561

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

FAX Aud. #: H05000173608
Letter Number: 605A00047547

See attached

A handwritten signature, likely of Carolyn Lewis, in dark ink.

H05000173608

**ARTICLES OF INCORPORATION
OF
BANYAN BROTHERS, INC.**

FILED
2005 JUL 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Banyan Brothers, Inc.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be 2400 First Street, Suite 200, Fort Myers, Florida 33901.

ARTICLE III

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

ARTICLE IV

This Corporation shall commence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE V

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE VI

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

H05000173608

ARTICLE VII

The name and address of the initial Registered Agent is:

R&A Agents, Inc.
Att: Steven W. Hubbard, Esq.
2320 First Street, Suite 1000
Fort Myers, FL 33901-2904

The Board of Directors from time to time may change the Registered Agent and move the Registered Office to any other address in the State of Florida, all in accordance with Florida law.

ARTICLE VIII

The number of directors to comprise the initial Board of Directors shall be one (1). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The name and address of the Initial Director is:

Christopher P. Janson
2400 First Street, Suite 200
Fort Myers, Florida 33901

ARTICLE IX

The name and street address of the Incorporator of these Articles of Incorporation is:

Steven W. Hubbard
2320 First Street, Suite 1000
Fort Myers, FL 33901-2904

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation on this 21st day of July, 2005.



Steven W. Hubbard
Incorporator

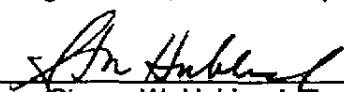
H05000173608

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees 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.

Dated this 21st day of July, 2005.

R&A Agents, Inc., an Ohio corporation

By: 
Steven W. Hubbard, Esq.

FILED
2005 JUL 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA