

P95000008509
DAVID L. WALLACE
Board Certified Tax Attorney

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Telephone (813) 364-9598
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January 20, 1993

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: BANYAN INTERNATIONAL GROUP LTD. INC.

300001392303
-01/30/95--01018--002
****122.50 ****122.50

Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check for one hundred twenty-two dollars fifty cents (\$122.50) covering the fees and charges.

If the corporation name requested is not available, please call me immediately. Thank you for your cooperation.

Sincerely,

David L. Wallace
David L. Wallace

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

Alan Clampton GAVE

AUTHORIZATION BY PHONE TO

CORRECT

Corp. Suffice + addresser

DATE

2-1-95

DOC EXAM

David L. Wallace

D. BROWN FEB - 1 1995

ARTICLES OF INCORPORATION
OF
BANYAN INTERNATIONAL GROUP LTD., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this Corporation is BANYAN INTERNATIONAL GROUP LTD., INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The purpose of this Corporation is to conduct business in the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is seven hundred fifty thousand (750,000) having a par value of one cent (\$0.01) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

	Stanley Cook	<u>Registered Agent & Address</u>
Principal place of business is:	Post Office Box 3332 Venice, FL 34293	1160 Devon Road Venice, Florida 34293 Stanley Cook

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

The principal address shall be the same as the registered office.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial Directors of this Corporation and their street address are:

Stanley Cook
Post Office Box 3332
Venice, FL 34293

The persons named as the initial Directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. AMENDMENT.

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.

ARTICLE IX. INDEMNIFICATION.


The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as Director or Officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, Director or Officer of the Corporation, or by reason of any action alleged to have

Articles of Incorporation
BANYAN INTERNATIONAL GROUP LTD.

been taken or omitted by him or her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this date.

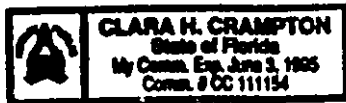
January 20, 1995
Date

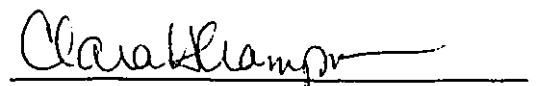

Stanley Cook
Post Office Box 3332
Venice, Florida 34293

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this the 20 day of January, 1995, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared DAVID L. WALLACE to me known to the person described in and who executed the foregoing instrument and she acknowledged before me that he executed the same.

WITNESS my hand and seal in the County and State last aforesaid this the 20 day of January 1995

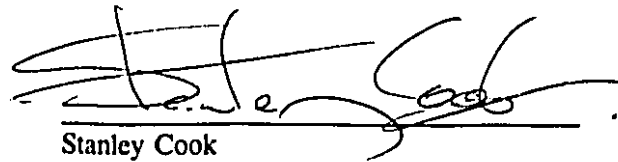



Clara H. Crampton
Notary Public, State of Florida
My commission expires: June 3, 1995
Bonded through Notary Public Underwriters

Articles of Incorporation
BANYAN INTERNATIONAL GROUP LTD.

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED as resident agent for this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



Stanley Cook

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TALLAHASSEE, FLORIDA