



100 HAYS STREET  
TALLAHASSEE, FL 32301  
904 221-1171  
904 221-1172  
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800-142-1171  
**P9500038839**

ACCOUNT NO. : 072100000002  
REFERENCE : 599966 069010  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : May 16, 1995  
ORDER TIME : 1:48 PM  
ORDER NO. : 599966  
CUSTOMER NO: 069010

\*\*\*\*\*122.50 \*\*\*\*\*122.50

CUSTOMER: Ms. Ann Jones  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biacayne Tower  
2 South Biacayne Blvd, #1810  
Miami, FL 33131

DOMESTIC FILING

NAME: BANYAN CAPITAL MANAGEMENT,  
INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran  
EXAMINER'S INITIALS:

RECEIVED  
95 MAY 16 PM 3:19  
DIVISION OF CORPORATION

FILED  
95 MAY 16 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

T. BROWN MAY 17 1995

ARTICLES OF INCORPORATION  
OF  
BANYAN CAPITAL MANAGEMENT, INC.

FILED  
95 MAY 16 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

BANYAN CAPITAL MANAGEMENT, INC.

The principal place of business of this corporation shall be 23193 Via Stel, Boca Raton, Florida 33433.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1101 Brickell Avenue, Suite 1400, Miami,

Florida 33131 and the name of the initial registered agent of the corporation at that address is LEONARD H. BLOOM.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The name and street address of the initial member of the Board of Directors is:

JOHN MARGOLIS  
23193 Via Stel  
Boca Raton, Florida 33433

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

ARTICLE VIII. SUBSCRIBER

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

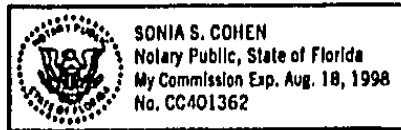
LEONARD H. BLOOM  
1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has herunto set his hand and seal on this 15th day of May, 1995.

  
LEONARD H. BLOOM

STATE OF FLORIDA     )  
                                  SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 15th day of May, 1995 by Leonard H. Bloom, who is personally known to me.



  
SONIA S. COHEN, Notary Public

The undersigned hereby accepts designation as Resident Agent for the Corporation at the address set forth in Article IV of the Articles of Incorporation pursuant to Section 48.091, Florida Statutes.

  
LEONARD H. BLOOM