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LAW OFFICES OF
SEAN W. SCOTT, ESQ.

Voice (813) 539-0181

3233 East Bay Drive
Suite 104
Tampa, Florida 33641

FAX (813) 539-0281

Wednesday, December 13, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: BANYAN, INCORPORATED

Gentlemen and Ladies:

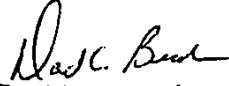
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*****122.50 *****122.50

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ <u>52.50</u>
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


David C. Bearden, Esq.

SWS
1/25/96

ARTICLES OF INCORPORATION
BANYAN, INCORPORATED

FILED
05 JAN 22 AM 8 18
CLERK OF COURT
FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is BANYAN, INCORPORATED

ARTICLE II
DURATION

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III
BUSINESS

This Corporation is organized to develop opportunities which would benefit the shareholders and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock authorized to be issued by this Corporation is 6500 shares of capital stock at \$.01 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such

consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V PRE-EMPTIVE RIGHTS

The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

1313 S. Howard Avenue
Tampa, FL 33606

The name and address of the Registered Agent of this Corporation is:

David C. Bearden, Esquire
3233 East Bay Drive
Suite 104
Largo, FL 34641

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have eleven (12) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

NAME	ADDRESS
David C. Bearden	3233 East Bay Drive Suite 104 Largo, FL 34641
R. Adam Carnegie	201 East Kennedy Blvd Suite 1125 Tampa, FL 33602
Paul Cavonis	8640 Seminole Blvd. Seminole, FL 34642
Mike Choi	6290 Bahia Del Mar Circle TH#4 St. Petersburg, FL 33715
John Cuesta	895 Normandy Trace Road Harbor Island, FL 33602
Joseph Francis Diaco, Jr.	201 E. Kennedy Blvd. Suite 1000 Tampa, FL 33601
Stephen Diaco	101 E. Kennedy Blvd. Suite 2175 Tampa, FL 33602
William Dickerson	RD 8 Box 436 Coatesville, PA 10320
Matthew D. Emerson	109 N. Brush Tampa, FL 33602
E. Buddy Gissendanner	1313 S. Howard Avenue Tampa, FL 33606
Patrick Gorman	2180 Main Street Sarasota, FL 34237
James Harris	201 East Ruby Avenue Suite A Kissimmee, FL 34741

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX
AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is:

NAME	ADDRESS
E. Buddy Gissendanner	1313 S. Howard Avenue Tampa, FL 33606

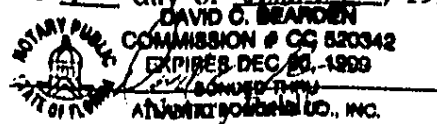
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 9th day of January, 1996


E. Buddy Gissendanner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, E. Buddy Glissendanner, who did not take an oath personally appeared known to me to be the person who executed the foregoing Articles of BANYAN, INCORPORATED and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Hillsborough County, Florida, this 2nd day of JANUARY, 1996



David C. Bearden
Printed Name

My commission expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for BANYAN, INCORPORATED

David C. Bearden
David C. Bearden

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, E. Buddy Gissendanner, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in HILLSBOROUGH County, Florida, this 9th day of January, 1996

Sean W. Scott
Notary Public

SEAN W. SCOTT
Printed Name

My commission expires:



My Commission LC427348
Expires Dec. 18 1998
Bonded by HAI
800 422 1555

FILED
05 JAN 22 AM 8 18
JAN 22 1996
HILLSBOROUGH COUNTY, FLORIDA