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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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FAX #: (305)541-3770

NAME: BANYAN TREE PRODUCE INC.

AUDIT NUMBER.....H97000000337

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF

BANYAN TREE PRODUCE, INC.

EFFECTIVE DATE  
1-6-97

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

ARTICLE I  
NAME

The name of the corporation shall be BANYAN TREE PRODUCE, INC.

ARTICLE II  
DURATION

The corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

This instrument prepared by:  
Fredric C. Buresh, Esq.  
707 S.E. Third Ave., #600  
Ft. Lauderdale, FL 33316  
(954) 763-9330  
FL Bar No. 167614

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ARTICLE V  
PRINCIPAL OFFICE

The principal office of this corporation is at 934 N.W. 2nd Avenue, Apartment D, Fort Lauderdale, Florida 33311.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 707 S.E. 3rd Avenue, #600, Fort Lauderdale, Florida 33316 and the name of its initial registered agent at that address is Fredric C. Buresh.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased 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:

Tony J. Gallo

934 N.W. 2nd Ave., Apt. D  
Ft. Lauderdale, FL 33311

Joan C. Jesus

648 S.W. 131st Terrace  
Davie, FL 33325

ARTICLE VIII  
PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX  
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of Directors at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE X  
INDEMNIFICATION

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

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ARTICLE XI  
AMENDMENT

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

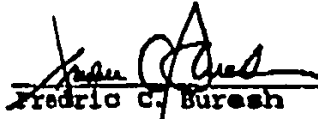
ARTICLE XII  
INCORPORATORS

The name and address of the incorporator and the person signing these Articles is:

Fredric C. Buresh

707 S.E. 3rd Avenue, #600  
Ft. Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Fort Lauderdale, Florida, this 6<sup>th</sup> day of January, 1997.

  
Fredric C. Buresh

STATE OF FLORIDA

SS.

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of January, 1997, by Fredric C. Buresh, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.

  
Notary Public, State of Florida

(Print Name Here)

My Commission Expires:

DIANE E. CLUTTER  
My Comm Exp. 11/24/2000  
Bonded By Service Inc  
No. 00803703  
X Power of Name 11/24/12

Identification produced:

personally known

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 607.034 Florida Statutes, the following is submitted in compliance with said Act:

First that Banyan Tree Produce, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 934 N.W. 2nd Avenue, Apartment D, Fort Lauderdale, Florida 33311, County of Broward, State of Florida, has named Fredric C. Buresh, located at 707 S.E. 3rd Avenue, #600, Ft. Lauderdale, Florida 33316, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
Fredric C. Buresh,  
Registered Agent

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