

Document Number Only

290000079192

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Banyan, Inc.

400002287024-6

-09/08/97-01093-019
*** 70.00 *** 70.00

97 SEP 12 PH 10:05

Profit Articles

<input type="checkbox"/> NonProfit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Limited Liability Co.		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
		<input type="checkbox"/> Fictitious Name Filing
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> CUS

<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 08 1997

RECEIVED
97 SEP -8 AM 11:41
PICK UP
VISION OF CORPORATION

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1997

CT CORPORATION SYSTEM
660 EAST JEFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: BANYAN, INC.

Ref. Number: W97000020619

We have received your document for BANYAN, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00044642

RECEIVED
97 SEP 12 AM 11:45
DIVISION OF CORPORATION

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Banyan International, Inc.

Profit Articles

<input type="checkbox"/> NonProfit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Limited Liability Co.		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
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Name Availability
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Acknowledgment
W.P. Verifier

SEP 12 1997

CR2E031 (1-89)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

Banyan International, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: BANYAN INTERNATIONAL, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND THE MAILING ADDRESS OF THE CORPORATION IS: 5421 BEAUMONT CENTER BLVD., SUITE 644, TAMPA, FLORIDA 33634.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TWENTY THOUSAND (20,000) SHARES.

FOURTH: (A) THE SHARES ARE TO BE DIVIDED INTO CLASSES:

TEN THOUSAND (10,000) SHARES OF CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE; AND

TEN THOUSAND (10,000) SHARES OF CLASS B COMMON STOCK, PAR VALUE \$.01 PER SHARE

(B) EACH SHARE OF CLASS B COMMON STOCK SHALL BE IN ALL RESPECTS EQUAL TO EACH SHARE OF CLASS A COMMON STOCK, EXCEPT THAT, UNLESS OTHERWISE PROVIDED BY LAW, THE HOLDERS OF CLASS B COMMON STOCK SHALL NOT BE ENTITLED TO VOTE IN SHAREHOLDERS' ELECTIONS OF DIRECTORS OR UPON PROPOSALS SUBMITTED TO VOTE OF THE SHAREHOLDERS.

FIFTH: EACH OF THE SHAREHOLDERS WILL HAVE PREEMPTIVE RIGHTS SO THAT IF THE CORPORATION INTENDS TO ISSUE ADDITIONAL SHARES AT A PRICE THAT THE CORPORATION DETERMINES IS APPROPRIATE, THE EXISTING SHAREHOLDERS WILL HAVE A RIGHT TO PURCHASE THEIR PRO-RATA SHARE OF THE NEW ISSUANCE AT SUCH PRICE.

SIXTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C.T. CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C.T. CORPORATION SYSTEM.

FILE
97 SEP 12 PM12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS:
BENNETT OLTMAN 5421 BEAUMONT CENTER BLVD., SUITE 644
TAMPA, FLORIDA 33634

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 4th DAY OF September, 1997.

INCORPORATOR:

BENNETT OLTMAN

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED September 5, 1997.

BY Ann Williams
ANN J. WILLIAMS
Assistant Vice President
(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

SEP 12 PH 12:06
SCHOOL OF STATE
TALLAHASSEE FLORIDA

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(FLA - 1959 - 7/14/93)