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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: BANYAN I HOLDING CORP.

AUDIT NUMBER.....H98000004276

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

CERT. OF STATUS..1

PAGES.....4

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Banyan I Holding Corp.

Article II. Address

The mailing address of the Corporation is:
Banyan I Holding Corp.
2200 Corporate Blvd. Suite 311
Boca Raton FL 33431 PALM BEACH

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
David M. Beckerman, Esq.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

David M. Beckerman
Herbert Tabin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

David M. Beckerman
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 4, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 4, 1998.



DAVID M. BECKERMAN
by G.K. Kuroda as attorney-in-fact

David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

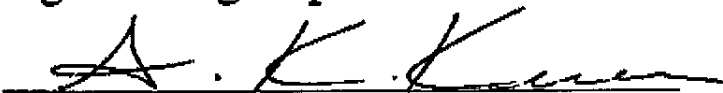
Banyan I Holding Corp.

REGISTERED AGENT/OFFICE:

**David M. Beckerman, Esq.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID M. BECKERMAN, ESQ.
by G.K. Kuroda as attorney-in-fact

Date: March 4, 1998

David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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