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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

BANYANFUND, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
BANYAN FUND, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(4)

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act, as amended.

**ARTICLE I - NAME OF THE CORPORATION**

The name of the corporation shall be: Banyan Fund, Inc.

**ARTICLE II - PURPOSE OF THE CORPORATION**

The corporation is organized for any and all legal purposes under Florida Statutes.

**ARTICLE III - ADDRESS OF THE CORPORATION**

The principal mailing office of the corporation shall be: 388 Valley Forge Road, West Palm Beach, Florida 33405.

**ARTICLE IV - SHARES**

The corporation shall be authorized to issue ten thousand (10,000) shares of common voting stock each of which with a par value of one and no/100 dollars (US \$1.00).

**ARTICLE V - REGISTERED AGENT AND OFFICE**

The initial registered agent and registered office of the corporation shall be: John T. Paxman, Esq., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Prepared by:  
John T. Paxman  
1601 Forum Place, Suite 801  
W. Palm Beach, FL 33401  
(561)712-8700  
FBN 867039

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**ARTICLE VI - INCORPORATORS**

The incorporators of this corporation and their addresses are as follows: John T. Paxman, Esq., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

**ARTICLE VII - DIRECTORS**

The initial board of directors shall consist of the following individuals: Stuart S. Howard-Smith.

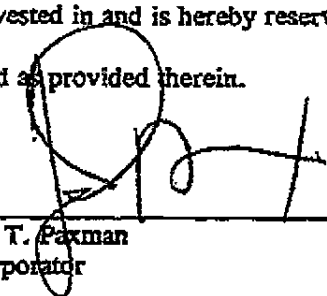
**ARTICLE VIII - DATE OF EXISTENCE**

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the Shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

This November 19, 1998.

By:   
John T. Paxman  
Incorporator

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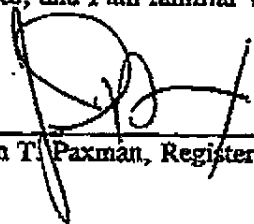
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §§ 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Banyan Fund, Inc..**
2. The name and address of the registered agent and office is: **John T. Paxman, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
John T. Paxman, Registered Agent

Date: November 19, 1998

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