

March 16, 2000

Via Express Mail

Division of Corporations
Department of State
409 East Gaines
Tallahassee, Florida 32314

600003175236--7
-03/20/00--01052--001
****235.00 *****35.00

re: Banyan Fund, Inc. - Reinstatement
Banyan Fund, Inc. - Name change to Cat Key Fund, Inc.
Banyan Fund, Inc. - Assignment of Fictitious Name "Banyan Fund" to Essex Management,
Inc. and recording of said name
Fictitious Name - Foundation Doumer
Fictitious Name - Societe Sonlisse
Fictitious Name - Stuart S. Howard-Smith

Dear Sir or Madam:

Enclosed please find various documents including: 1) reinstatement document for Banyan Fund, Inc.; 2) check for \$900.00 to reinstate Banyan Fund, Inc.; 3) Articles of Amendment changing name of Banyan Fund, Inc. to Cat Key Fund, Inc.; 4) Check for \$235.00 to cover the costs of the Amendment plus four (4) fictitious name filings; and 5) paperwork for four (4) fictitious name filings.

The only twist in this matter is that in order to have Essex use the fictitious name Banyan Fund, Banyan Fund, Inc. is reinstating itself, changing it's name and assigning the name rights to Essex. Please call if you have any questions in any matter herein contained.

Respectfully yours,


John T. Paxman
For the Firm

Enclosures

cc. Stuart S. Howard Smith

NIC

FILED
00 MAR 20 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1601 FORUM PLACE, SUITE 801
WEST PALM BEACH, FLORIDA 33401
PHONE 561. 712.8700
FAX 561. 712.8701

S. PAYNE MAR 20 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BANYAN FUND, INC.

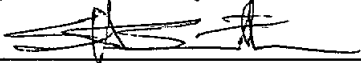
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00 MAR 20 PM 4: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Article I is being amended to change the name of the corporation FROM "Banyan Fund, Inc." TO "Cat Key Fund, Inc."

This amendment was adopted this March 16, 2000, by a unanimous vote of all of the shareholders of the corporation.

Signed on this 16th day of March, 2000.



Stuart S. Howard-Smith, President
Sole Director
Sole Shareholder