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(Requestor's Name)

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(City/State/Zip/Phone #)

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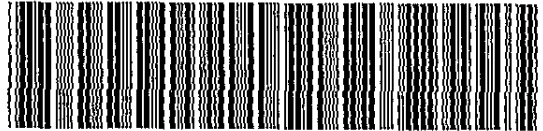
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2005

CHRISTOPHER BOPST
1401 BRICKELL AVENUE, SUITE 700
SACHER, ZELMAN, VAN SANT
MIAMI, FL 33131-3503

SUBJECT: PINNACLE SOLUTIONS, LTD.
Ref. Number: A30269

We have received your document for PINNACLE SOLUTIONS, LTD. and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$17.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

Please return 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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 805A00070789

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TALLAHASSEE, FLORIDA

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**SACHER, ZELMAN, VAN SANT,
PAUL, BEILEY, HARTMAN, ROLNICK & GREIF**

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131-3503

TELEPHONE: (305) 371-8797
TELECOPIER: (305) 374-2605
EMAIL: cbopst@sacherzelman.com

CHRISTOPHER BOPST

WRITER'S DIRECT NO.
(305) 579-1524

November 30, 2005

VIA: U.S. OVERNIGHT MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Articles of Merger of Pinnacle Solutions, Ltd. into
Earnest and Associates, Inc.**

Dear Sir or Madam:

Enclosed are the following documents:

1. Original, executed, Articles of Merger of Pinnacle Solutions, Ltd., into Earnest and Associates, Inc.;
2. Check payable to Secretary of State in the amount of \$70.00 in satisfaction of the filing fee for the merger, representing \$35.00 per party to the merger.

If there is any question, please do not hesitate to call. Thank you.

Very truly yours,

Christopher Bopst

Christopher Bopst

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF MERGER
OF
PINNACLE SOLUTIONS, LTD. (a Florida Limited Partnership)
INTO
EARNEST AND ASSOCIATES, INC. (a Maryland Corporation)

THESE ARTICLES OF MERGER, dated as of the 8th day of September, 2005, pursuant to Section 10-208 and 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as "the Code"), and Section 620.203 of the Florida Statutes (hereinafter referred to as "the Florida Statutes"), are entered into by and between the Maryland corporation and the Florida limited partnership named in Article FIRST, Section 3 below, which are hereinafter collectively referred to as the "Constituent Entities."

FIRST: The plan of merger is as follows:

1. Each of the Constituent Entities has agreed to merge, and the terms and conditions of the merger and the manner of carrying the same into effect are and shall be as set forth herein.
2. Earnest and Associates, Inc., a corporation organized under the laws of the State of Maryland, shall be the successor in the merger (hereinafter sometimes referred to as the "Successor") under the name of Earnest and Associates, Inc.
3. The parties to these Articles of Merger are Earnest and Associates, Inc., a corporation having capital stock that was organized under the laws of the State of Maryland, and Pinnacle Solutions, Ltd., a limited partnership organized under the laws of the State of Florida (hereinafter sometimes referred to as "Pinnacle").
4. The Successor has its principal office at 2301 Dorsey Road, Suite 102, Glen Burnie, Anne Arundel County, State of Maryland. Pinnacle has its principal office at 6043 NW 167th Street, Suite A10, Miami, Miami-Dade County, State of Florida.
5. The Articles of Incorporation of the Successor do not require amendment and are not hereby amended.
6. The Successor has authority to issue shares of two classes of stock, namely Nine Thousand Five Hundred (9,500) Class A, Equity, Non-Voting Common Stock without par value and Five Hundred (500) shares of Class B Voting, Non-Equity Common Stock without par value (together the "Successor Common Stock").
7. Pinnacle has one class of general partnership interests and one class of limited partnership interests. The general partner of Pinnacle owns in the aggregate 14.286% of the total partnership interests of Pinnacle, and the limited partner of Pinnacle owns in the aggregate 85.714% of the total partnership interests of Pinnacle.
8. The manner and basis of converting or exchanging the outstanding partnership interests of the merging limited partnership into different stock of a corporation or other

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JANESVILLE, FLORIDA

ARTICLES OF MERGER
of
PINNACLES SOLUTIONS, LTD. (a Florida Limited Partnership)
and
EARNEST AND ASSOCIATES, INC. (a Maryland Corporation)
Page 2 of 4

consideration, and the treatment of any issued stock of the merging corporation not to be so converted or exchanged shall be as follows:

(a) Each share of the Successor Class A, Equity, Non-Voting Common Stock and Class B Voting, Non-Equity Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of the Successor Common Stock currently issued and outstanding.

(b) The sole general partnership interest of Pinnacle will not receive any shares of Successor Common Stock. The sole limited partner of Pinnacle will receive his limited partnership interest of Pinnacle for 75 shares of Class A Equity, Non-Voting Successor Common Stock on the Effective Date, together with a cash payment of \$13,300.00.

(c) No scrip or fractional share certificates of the Successor shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, a Successor stockholder entitled to a fractional share equal to one-half or more of one share of the Successor Common Stock shall receive a full share of the Successor Common Stock and any fractional share equal to less than one-half of one share of Successor Common Stock shall be eliminated.

(d) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting limited partners and dissenting stockholders, each holder of an outstanding certificate or certificates of partnership interest thereto fore representing a partnership interest in Pinnacle shall surrender the same to the Successor and each such holder thereupon shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares of the Successor Common Stock into which the partnership interests represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof. Until such surrender, all of the partnership interests of Pinnacle shall be deemed for all partnership purposes to evidence ownership of the number of full shares of the Successor Common Stock to be delivered pursuant to these Articles of Merger. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of the Successor Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates to the Successor Common Stock delivered with respect to the percentages of partnership interest represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of the Successor Common Stock. If any holder of an outstanding certificate or certificates representing any of the partnership interests of Pinnacle shall deliver to the Successor such affidavits, indemnity agreements or surety bonds as the

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JUDGE: 48

ARTICLES OF MERGER

of

PINNACLES SOLUTIONS, LTD. (a Florida Limited Partnership)

and

EARNEST AND ASSOCIATES, INC. (a Maryland Corporation)

Page 3 of 4

Successor shall reasonably require in conformity with its customary procedure with respect to lost, misplaced or destroyed certificates, the Successor shall treat such delivery as surrender of any such lost, misplaced or destroyed certificate or certificates.

SECOND: The merger of the Constituent Entities is permitted by the laws of the jurisdictions of organization of each Constituent Entity and is in compliance with said laws.

THIRD: The terms and conditions of the transaction set forth in the Articles of Merger were advised, authorized, and approved by Pinnacle in accordance with the provisions of Section 620.202(1) of the Florida Statutes, the partnership agreement and certificate of limited partnership of Pinnacle, and the Merger Agreement and the Articles of Merger were approved by unanimous consent of the sole general partner and the sole limited partner of Pinnacle, on June 10, 2005.

FOURTH: The terms and conditions of the transaction set forth in the Articles of Merger were advised, authorized, and approved by the Board of Directors of Successor in accordance with the provisions of the Charter of the Successor, pursuant to the Laws of the State of Maryland, on September 8, 2005. The Board of Directors of the Successor, on September 8, 2005, by unanimous vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and an Informal Action of Stockholders of Successor was signed by all stockholders entitled to vote approving these Articles of Merger.

FIFTH: The Merger Agreement is on file at 6043 NW 167th Street, Suite A10, Miami, FL 33015, and the place of business of the Successor.

SIXTH: The Successor: (1) has an address located at 2301 Dorsey Road, Suite 102, Glen Burnie, MD 21061; (2) does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Pinnacle, as well as for enforcement of any obligation of the Successor arising from the merger herein certified, including any rights of dissenting partners of Pinnacle; (3) does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any proceeding for enforcement of any obligation of Pinnacle, as well as for enforcement of any obligation of the Successor arising from the merger herein certified, including any rights of dissenting partners of Pinnacle; (4) does hereby agree to promptly pay to the dissenting partners of Pinnacle the amount, if any, to which they are entitled under Florida Statute Section 620.205; and (5) does hereby specify the following as the address to which a copy of any process shall be mailed by the Secretary of State of the State of Florida: 2301 Dorsey Road, Suite 102, Glen Burnie, MD 21061.

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

ARTICLES OF MERGER


of
PINNACLES SOLUTIONS, LTD. (a Florida Limited Partnership)
ad
EARNEST AND ASSOCIATES, INC. (a Maryland Corporation)
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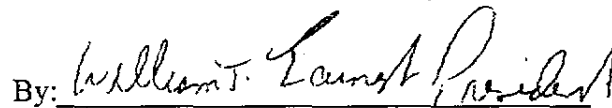
SEVENTH: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") on the date that these Articles of Merger, duly executed by all of its general partners of Pinnacle, are filed as required by the laws of the State of Florida.

IN WITNESS WHEREOF, EARNEST AND ASSOCIATES, INC., the corporation party to the merger, has caused these Articles of Merger to be signed in its corporate name and on its behalf by its President and witnessed or attested by its Secretary this 28 day of October, 2005.

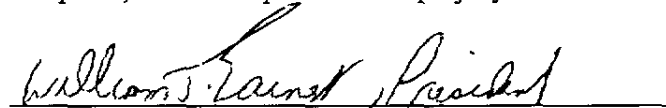
ATTEST:

EARNEST AND ASSOCIATES, INC.


Beth A. Behegan, Secretary

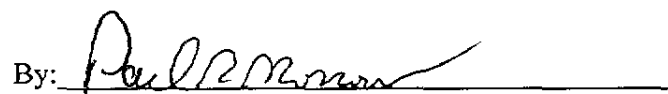
By: 
William T. Earnest, President

THE UNDERSIGNED, President of Earnest and Associates, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and fact set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


William T. Earnest, President

IN WITNESS WHEREOF, Paul Morrow, the limited partnership party to the merger, has caused these Articles of Merger to be signed in its respective partnership name and its behalf by all of its general partners this 7 day of November, 2005.

PINNACLE SOLUTIONS, LTD.

By: 
Paul Morrow, President of Terranova Systems, Inc., a Florida Corporation, the General Partner of Pinnacle Solutions, Ltd.