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SECRETARY OF STATE



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CLAYTON H. BLANCHARD, JR., P.A.
Attorney at Law
35 East Pinehurst Boulevard
Eustis, Florida 32726

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SECRET
TALLAHASSEE, FLORIDA

Telephone (352) 589-1919

June 1, 2004

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *EARNEST LENDING, LLC*

Dear Sir or Madam:

In reference to the above, enclosed please find *Articles of Organization of Earnest Lending, LLC*, to be filed with the Florida Department of State. Also, enclosed please find a check in the amount of \$155.00 for the filing fee and certified copies to be returned to me.

If you should have any questions or comments, please do not hesitate to contact me at (352) 589-1919.

Sincerely,

Clayton H. Blanchard, Jr. (27)

Clayton H. Blanchard, Jr.

CHB:rlt

Enclosures

**ARTICLES OF ORGANIZATION
OF
EARNEST LENDING, LLC**

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The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

Name and Principal Office

The name of this limited liability company is **EARNEST LENDING, LLC** and its principal office and mailing address is located at **1190 WILLOWBROOK TRAIL, MAITLAND, FLORIDA 32751**.

ARTICLE II

Duration

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE III

Purpose

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Continuation of Business

If the managers do not elect to dissolve this Company within ninety (90) days after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company, then this company shall not be dissolved by reason of such event, its affairs shall not be wound up, and it shall remain in existence as a limited liability company under the laws of the State of Florida.

ARTICLE V

Membership

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who

are members prior to the admission of the new member. However, the transfer or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

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ARTICLE VI
Dissolution

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII
Management

This organization is to be managed by a manager or managers elected by a majority interest of its members. The initial manager(s), who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be: **KEVIN EARNEST and DANIEL C. BURNIGHT**.

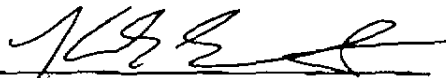
ARTICLE VIII
Amendment of Articles of Organization

These Articles of Organization and the Company's Regulations may be amended at any time by the members.

ARTICLE IX
Initial Registered Office and Agent

The street address of this limited liability company's initial registered office is **1190 WILLOWBROOK TRAIL, MAITLAND, FLORIDA 32751** and the name of this limited liability Company's initial registered agent is **KEVIN EARNEST**.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization of this limited liability Company this 1st day of June 2004.


KEVIN EARNEST - MEMBER


DANIEL C. BURNIGHT - MEMBER

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

FILED

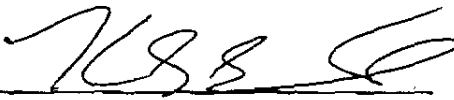
KEVIN EARNEST, having been named as registered agent to accept service of process for EARNEST LENDING, LLC, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity. 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Office: 1190 WILLOWBROOK TRAIL, MAITLAND, FLORIDA 32751.

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 1st day of June 2004.


KEVIN EARNEST