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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature or initials

MAXWELL & HOLLISTER TAX AND ACCOUNTING, INC.

Ron Maxwell, EA

Mary Maxwell, EA

David J. Hollister

410 - 43rd St. W., Suite H
Bradenton, FL 34209

941-747-8100
Fax 941-747-9138

March 20, 2003

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Incorporation of Rare Design Realty, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$ 87.50 which is for the following :

\$ 35.00	Filing Fee
8.75	Certified Copy of Articles of Incorporation
35.00	Registered Agent
8.75	Certificate of Status
<u>\$ 87.50</u>	Total

If there are any questions please call me at 941-747-8100. Thank you for your attention to this matter.

Sincerely,

MAXWELL & HOLLISTER TAX AND ACCOUNTING, INC.



David J. Hollister

Encl. Articles of Incorporation
Certificate - Registered Agent

**ARTICLES OF INCORPORATION
OF
RARE DESIGN REALTY, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE - NAME

The name of the corporation is **RARE DESIGN REALTY, INC.**

ARTICLE TWO - PRINCIPAL OFFICE

The street address of the principal place of business is:

318 21ST Street West
Palmetto, FL 34221

The mailing address is:

318 21ST Street West
Palmetto, FL 34221

ARTICLE THREE - PURPOSE

The purpose for which the corporation is organized is to conduct the business of the selling real estate.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One Thousand (1000), all of which will be common shares with par value of One Dollar (\$1.00) per share.

ARTICLE FIVE - INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the corporation shall consist of 2 members. The names and address of the first board of directors and the officers are:

NAME	ADDRESS
Angela D Green President Treasurer	318 21 st Street West Palmetto, FL 34221
Vickie E Smalls Vice President Secretary	4711 Key Deer Terr Parrish, FL 34219

ARTICLE SIX - REGISTERED AGENT

The name and Florida street address of the registered agent is:

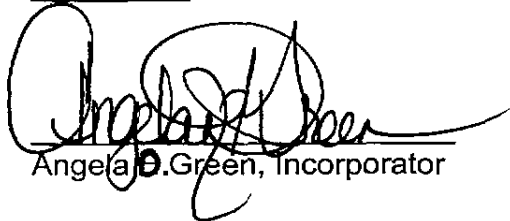
Angela D Green President Treasurer	318 21 st Street West Palmetto, FL 34221
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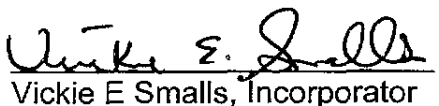
ARTICLE SEVEN - INCORPORATORS

The name and address of the incorporators are:

NAME	ADDRESS
Angela D Green President Treasurer	318 21 st Street West Palmetto, FL 34221
Vickie E Smalls Vice President Secretary	4711 Key Deer Terr Parrish, FL 34219

IN WITNESS WHEREOF, I have subscribed my name this 20th day of March, 2003.


Angela D. Green, Incorporator

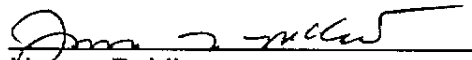

Vickie E Smalls, Incorporator

STATE OF FLORIDA)
COUNTY OF MANATEE)

On this 20th day of March, 2003, before me, the undersigned officer, personally appeared Angela D Green and Vickie E Smalls known to me to be the persons whose names are subscribed to the instrument within or have produced _____, and acknowledged they executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.





Notary Public
State of Florida
My commission expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

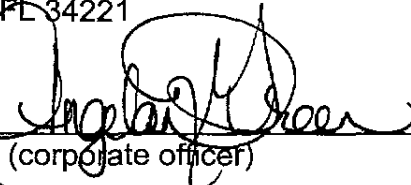
1. The name of the corporation is:

RARE DESIGN REALTY, INC.

2. The name and address of the registered agent and office is:

Angela D. Green
318 21st Street West
Palmetto, FL 34221

Signature


(corporate officer)

Title

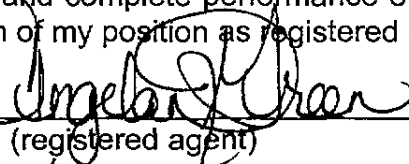
President

Date

3/20/03

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 and agree to the act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature


(registered agent)

Date

3/20/03