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(Requestor's Name)

(Address)

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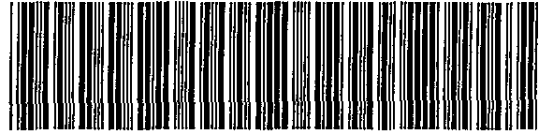
(Business Entity Name)

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July 20, 2004

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Earnest Realty, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced, together with our check in the amount of \$78.75 as the filing fee, acceptance of registered agent fee, and fee for furnishing us a Certified Copy of the Articles. Thank you for your assistance with this filing.

Sincerely,



Sidney Werner

SW/gel
Enclosures

cc: Robert E. Barnum

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ARTICLES OF INCORPORATION

OF

EARNEST REALTY, INC.

ARTICLE I. NAME

The name of this corporation is **EARNEST REALTY, INC.**

ARTICLE II. CORPORATE ADDRESS

The principal place of business and mailing address of this Corporation shall be 2851 - 1ST Avenue N., St. Petersburg, FL 33713.

ARTICLE III - PURPOSE

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other states, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2851 - 1st Avenue N., St. Petersburg, FL 33713, and the name of the initial Registered Agent of this corporation at that address is Robert E. Barnum.

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ST. PETERSBURG, FL

ARTICLE VI - DURATION

This corporation shall have perpetual existence, and shall become effective on the filing of these Articles of Incorporation.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

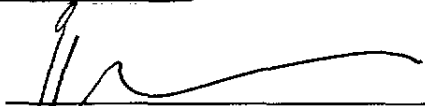
<u>NAME</u>	<u>ADDRESS</u>
Robert E. Barnum	14901 N. Bayshore Drive Madeira Beach, FL 33708

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Barnum	14901 N. Bayshore Drive Madeira Beach, FL 33708

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of July, 2004.



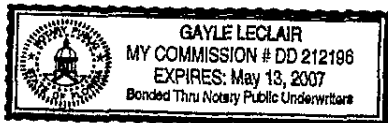
Robert E. Barnum, "Incorporator"

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared **Robert E. Barnum**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of July, 2004.



Gayle Leclair
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Robert E. Barnum, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 Florida Statutes.

Robert E. Barnum
Robert E. Barnum, "Registered Agent"