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To:

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Fax Number : (850) 205-0381

From:

Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

RARE EARTH PROPERTIES, ~~INC~~ Group Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 1, 2005

FAS-T CORP. AGENTS, INC.

SUBJECT: RARE EARTH PROPERTIES, INC.
REF: W05000049405

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L01000016106 - RARE EARTH PROPERTIES, LLC..

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
NEW FILINGSFAX Aud. #: H05000253452
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ARTICLES OF INCORPORATION

of

RARE EARTH PROPERTIES GROUP INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **RARE EARTH PROPERTIES GROUP INC.**

ARTICLE II. PLACE OF BUSINESS

The principal place of business of this corporation shall be 2514 W. Edgewood Road, Tampa, FL 33609, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2514 W. Edgewood Road, Tampa, FL 33609 and the name of the initial registered agent of the corporation at that address is ALBERT L. ROGERO, III.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

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ARTICLE VII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: ALBERT L. ROGERO, III, 2514 W. Edgewood Road, Tampa, FL 33609

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the offering for sale of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price and upon the terms at which it is offered to others by the Corporation.

ARTICLE IX. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The name and address of the initial director is: ALBERT L. ROGERO, III, 2514 W. Edgewood Road, Tampa, FL 33609.

ARTICLE X. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is: ALBERT L. ROGERO, III, 2514 W. Edgewood Road, Tampa, FL 33609.

IN WITNESS WHEREOF, the undersigned ALBERT L. ROGERO, III, has hereunto set his hand this 16 November, 2005.


ALBERT L. ROGERO, III

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 EARTH PROPERTIES GROUP INC.,

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

Albert L. Rogero, III
2514 W. Edgewood Road
Tampa, FL 33609

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


Albert L. Rogero, III


Date

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TAMPA, FLORIDA

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