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**BRODY & BRODY, P.A.**

20295 N.W. 2<sup>nd</sup> Avenue  
Suite 210  
Miami, Florida 33169

305-653-0340 (Tel.)  
305-652-9940 (Fax)

June 10, 1998

Office of Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002561743--9  
-06/16/98--01111--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *Albee Diamonds, Inc.*

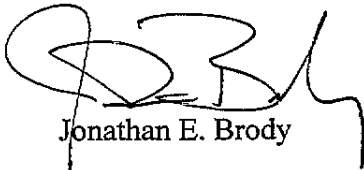
To whom it may concern:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporation.

Also enclosed is a check on the amount of \$70.00 representing the filing fee for the enclosed documents. Please forward a filing receipt to our office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Sincerely,



Jonathan E. Brody

Enclosures

FILED  
98 JUN 16 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
ALBEE DIAMONDS, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporations Act.

**Article I - Name**

The name of the corporation shall be Albee Diamonds, Inc.

**Article II - Principal Office**

The principal place of business and mailing address of this corporation shall be 169 East Flagler Street, Suite 1042, Miami, FL 33131.

**Article III - Shares**

This corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

**Article IV - Initial Registered Agent and Street Address**

The name and mailing address of the initial registered agent is:

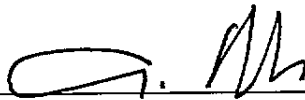
Alan Rubin  
169 East Flagler Street  
Suite 1042  
Miami, FL 33131

**Article V - Incorporator**

The name and mailing address of the incorporator of these Articles of Incorporation is:

Alan Rubin  
169 East Flagler Street  
Suite 1042  
Miami, FL 33131

The undersigned incorporator has executed these articles of incorporation this 10 day of June, 1998.

  
Alan Rubin

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98 JUN 16 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF THE REGISTERED  
AGENT AND REGISTERED OFFICE OF  
ALBEE DIAMONDS, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, ALBEE DIAMONDS, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating its registered agent and office in the State of Florida.

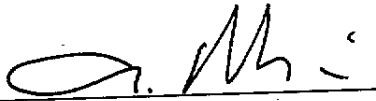
The name and address of the registered agent and office of the corporation is:

Alan Rubin  
169 East Flagler Street  
Suite 1042  
Miami, FL 33131

**Acceptance of Appointment of Registered Agent**

Having been named as registered agent and to accept service of process for ALBEE DIAMONDS, INC., 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 all 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.

Dated this 10 day of June, 1998.

  
\_\_\_\_\_  
Alan Rubin

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA