

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Serengeti Diamonds
U.S.A., Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 26 AM 10:51

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Signature _____

Requested by: AS

Name _____

Date 2/26/98

Time 9:33

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
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DIVISION OF CORPORATIONS

RP
02-12-98

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ARTICLES OF INCORPORATION
OF
SERENGETI DIAMONDS U.S.A., INC.

ARTICLE I

CORPORATE NAME:

The name of this corporation is: SERENGETI DIAMONDS U.S.A., INC.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: 5030 Champion Boulevard, Suite 204,
Boca Raton, Florida 33496.

ARTICLE III

PURPOSE:

This corporation is organized to engage in any lawful business permitted under the laws of
the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 100 shares of Common Stock having a nominal or par
value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by
the Board of Directors, but in no event shall be less than One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The name and address of the initial registered agent of this corporation are:

CARTER & HOLDEN, P.A., 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE VI

BOARD OF DIRECTORS:

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII

INITIAL DIRECTORS:

The name and address of the principals of the corporation and their titles are:

KENNETH H. ROBERTS President, Secretary, Treasurer

ARTICLE VIII

INCORPORATOR:

The name and address of the person signing these Articles are: KENNETH H. ROBERTS,
5030 Champion Boulevard, Suite 204, Boca Raton, Florida 33496.

ARTICLE IX

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE X

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 24th day of February, 1998.


KENNETH H. ROBERTS, Incorporator

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STATE OF FLORIDA

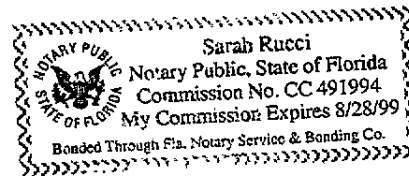
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of February, 1998, by KENNETH H. ROBERTS, who is personally known to me or who has produced Photo ID / Passport as identification.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: SERENGETI DIAMONDS U.S.A., INC., and my address for that purpose is: 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

CARTER & HOLDEN, P.A.

By: 

JOHN E. CARTER, ESQ.