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(Address)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 262953 7174394
AUTHORIZATION :
COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : March 17, 2005

ORDER TIME : 9:46 AM

ORDER NO. : 262953-010

CUSTOMER NO: 7174394

CUSTOMER: Jay Valinsky, Esq.
Kain & Valinsky, P.a.
Suite 100
750 Southeast Third Avenue
Fort Lauderdale, FL 33316

FOREIGN FILINGS

NAME: PAYLESS CERTIFIED DIAMONDS.COM
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT#

EXAMINER: _____

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Payless Certified Diamonds, Com Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jay Valinsky, Esq.
(Name of Person)

Kain + Valinsky, P.A.
(Firm/Company)

750 Southeast Third Avenue, Suite 100
(Address)

Fort Lauderdale, Florida 33316
(City/State and Zip code)

For further information concerning this matter, please call:

Jay Valinsky
(Name of Person)

at (954) 768-0678
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Payless Certified Diamonds, Com, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 56-2484122
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 5, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10800 Biscayne Boulevard, Suite 560, Miami, Florida 33161
(Principal office address)
- 10800 Biscayne Boulevard, Suite 560, Miami, Florida 33161
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) be organized

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Jay Volinsky, Esq.

Office Address: Karin & Volinsky, P.A., 750 Southeast Third Avenue, Suite 1.
Fort Lauderdale, Florida 33316
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jay Volinsky
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President:

Address:

Vice President:

Address:

Secretary:

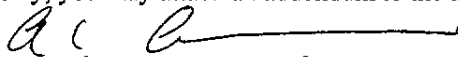
Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

By: 13.



(Signature of Director or Officer listed in number 12 of the application)

Aurille Aronson, President

14.

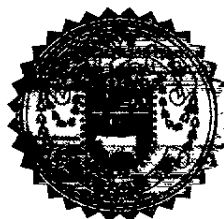
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYLESS CERTIFIED DIAMONDS.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 2005.



3864134 8300

050192351

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3728955

DATE: 03-08-05