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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5926

FOREIGN PROFIT QUALIFICATION

Diam USA, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED
05 AUG -2 AM 10:15
STATE OF FLORIDA
TALLAHASSEE

W 08/03/05

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DIVISION OF CORPORATION

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6p

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. Diam USA, 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. New York 3. 11-1168710
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/27/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 30, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 333 Tuckahoe Road, Yonkers, NY 10710
(Principal office address)

555 Tuckahoe Road, Yonkers, NY 10710
(Current mailing address)

8. Sales Office
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: Kristen Batzger

(Registered agent's signature)

KRISTEN BATZGER
REGISTERED SECRETARY

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:

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A. DIRECTORS

Chairman: _____ Name _____

Address: _____

Vice Chairman: _____ Name _____

Address: _____

Director: _____ See Attachment _____

Address: _____

Director: _____ See Attachment _____

Address: _____

B. OFFICERS

President: _____ See Attachment _____

Address: _____

Vice President: _____ See Attachment _____

Address: _____

Secretary: _____ See Attachment _____

Address: _____

Treasurer: _____ See Attachment _____

Address: _____

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

13. _____ ~~Robert D. Whelan~~ _____

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

14. _____ Robert D. Whelan, Vice President _____

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

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

List of Directors

Name	Committee	Start Date	Term Date	Status	Address 1	Address 2
Mark J. Jurek	Director	6/23/2005		Current	Heritage Partners, Inc. 38 River Street, Suite 300 Boston, MA 02110 Phone: 617-439-0688	
Michael Balchert	Director	6/23/2005		Current	Heritage Partners, Inc. 38 River Street, Suite 300 Boston, MA 02110 Phone: 617-439-0688	
Jean Andre Rougemont	Director	6/23/2005		Current	555 Technology Road Yonkers, NY 10710 U.S.A.	
Robert D. Whiting	Director	6/23/2005		Current	Heritage Partners, Inc. 38 River Street, Suite 300 Boston, MA 02110 Phone: 617-439-0688	

Company Name: Dine USA, Inc.
 Report Date: 8/18/05
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 TALLAHASSEE, FLORIDA
 STATE

List of Officers

Name	Title	Start Date	Term Date	Status	Address 1	Address 2
Ann Anita Rougnet	President & Treasurer	6/23/2005		Current	555 Tuckahoe Road Yonkers, NY 10718 U.S.A.	
Robert D. Wirmig	Vice President & Secretary	6/23/2005		Current	Berlago Partners, Inc. 10 Reeves Wharf, Suite 100 Boston, MA 02110 Phone: 617-479-0886	

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SECURITY STATE
TALLAHASSEE, FLORIDA

Company Name: Udon USA, Inc
Report Date: 8/1/2005

State of New York
Department of State } SS:

I heraby certify, that the Certificate of Incorporation of DIAM USA, INC. was filed on 12/27/2003, under the name of REHC 2, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment REHC 2, INC., changing its name to DIAM USA, INC., was filed 05/25/2004.

The Biennial Statement is past due.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of July
two thousand and five.*

Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA