

F97000000740

Diamond Holding Corporation



150 Marr Avenue, Marietta, GA 30060

November 18, 1998

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

Personal and Confidential

Mr. Sean Toner, Sr. Section Administrator

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Dear Mr. Toner:

In accordance with your instructions in your letter to me, dated October 20, 1998, I am enclosing:

- 1.) Our 1998 Profit Corporation Annual Report signed by our Secretary/CFO, Jeff Manning,
- 2.) A copy of your corporate detail record screen for Diamond Holding Corporation, doing business in Florida as Diamond Roller Corporation,
- 3.) A copy of your letter, dated October 20, 1998, referring to our conversation of that same date,
- 4.) Our check, number 013610, for \$558.75 for:
 - a.) \$150.00 normal filing fee,
 - b.) \$400.00 additional filing fee, and
 - c.) \$8.75 for additional certificate of status, and
- 5.) Although not specified by you to be sent to you, our:
 - a.) Resolution of the Board of Directors authorizing application for use of the name Diamond Holding Corporation,
 - b.) Our check, number 013612, for \$35.00 for said application, and
 - c.) A copy of your evidence that Diamond Roller Corporation is a retired corporation (dissolved at merger with Diamond Holding Corporation, 1/10/97), namely Application for Reinstatement, a form which we shall never complete.

I trust that my inclusion of the items in number 5. a., b., and c. are properly delivered to you. If not, I would appreciate your forwarding them to the proper authorities with the enclosed extra copy of this letter.

Very truly yours,

Jackson D. Hartman

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DIVISION OF CORPORATIONS
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**RESOLUTION OF THE BOARD OF DIRECTORS
OF
DIAMOND HOLDING CORPORATION, A GEORGIA CORPORATION**

WHEREAS Diamond Holding Corporation has been a corporation in good standing in the State of Georgia since its incorporation on May 16, 1995,

WHEREAS Diamond Roller Corporation, a Florida corporation, was a wholly-owned subsidiary of Diamond Holding Corporation, until the dissolution of said Diamond Roller Corporation by merger with its parent, Diamond Holding Corporation, on January 10, 1997,

WHEREAS Diamond Roller Corporation, a Florida corporation, was a corporation in good standing in Florida at the time of its dissolution through merger with its parent, Diamond Holding Corporation,

WHEREAS Diamond Holding Corporation was desirous of conducting all of its future business in Florida under the name, Diamond Holding Corporation, and

WHEREAS the name, Diamond Holding Corporation, was not available for use in the State of Florida, because of its use or reservation for use by another entity doing business or intending to do business in Florida,

THEREFORE, since January 10, 1997, Diamond Holding Corporation has been conducting business in the State of Florida under the dba Diamond Roller or Diamond Roller Corporation.


NOW Diamond Holding Corporation has become aware of the availability of the name, Diamond Holding Corporation, in the State of Florida and intends to conduct future business, in Florida, in that available name, to maintain name-recognition consistency throughout the states.

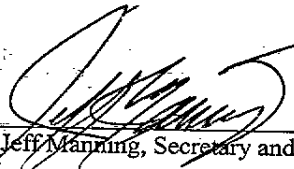
THEREFORE, BE IT RESOLVED THAT the Board of Directors of Diamond Holding Corporation does hereby ratify the application for use of the name, Diamond Holding Corporation, as its legal name in the State of Florida and does herewith authorize its Secretary, Mr. Jeff Manning, to make and certify said application and include these minutes as the **Official Resolution of the Board of Directors of Diamond Holding Corporation, a Georgia Corporation, to henceforth do business in the State of Florida in the now available name, Diamond Holding Corporation, at the moment such permission is granted by the State of Florida.**

DATE OF RESOLUTION: November 6, 1998

Corporate Seal

FOR THE BOARD OF DIRECTORS:

By: 
Max Gysin, Chairman of the Board and CEO

and By: 
Jeff Manning, Secretary and CFO

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