



THE UNITED STATES
CORPORATION
COMPANY

L010000000365

ACCOUNT NO. : 072100000032

REFERENCE : 956677 6415A

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : January 8, 2001

ORDER TIME : 1:0 PM

ORDER NO. : 956677-005

CUSTOMER NO: 6415A

CUSTOMER: Mark Shaner, Esq
Mark Shaner, Esq

3177 South Parker Road

Aurora, CO 80014

600003528876--4

DOMESTIC FILING

NAME: DIAMOND HOLDINGS LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

APPROVED,
AND
FILED

01 JAN 78 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -8 PM 4:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -8 PM
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

VB
1-9-01

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

DIAMOND HOLDINGS LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 201-11 Fairway Drive, Edmonton, Alberta Canada T6J2W4.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: perpetual

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

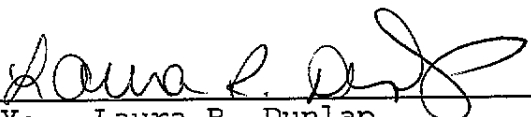
The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

Manager: Keith Talbot 201-11 Fairway Drive
Edmonton, Alberta Canada T6J2W4

01 JAN -8 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

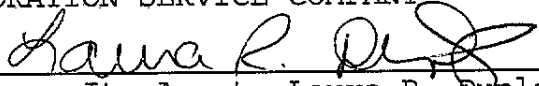
The undersigned authorized representative of a member of
DIAMOND HOLDINGS LLC hereby executes these articles of
organization on this 8th day of January 2000.


BY: Laura R. Dunlap
as authorized representative
of DIAMOND HOLDINGS LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Laura R. Dunlap

Dated: January 8, 2001

jkg

APPROVED
AND
FILED
01 JAN - 8 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of DIAMOND HOLDINGS LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 8th day of JANUARY 2001.

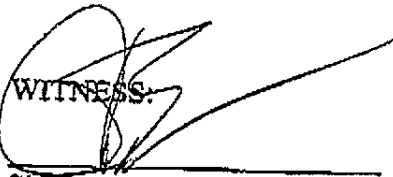


Signature

MARK K. SHANER

Print Name of Signer

WITNESS:



Signature

Chris Zueger

Print Name of Witness

WITNESS:



Signature

GLORIA MICHEL

Print Name of Witness

APPROVED
AND
FILED

01 JAN - 8 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA