

BRUCE W. KEIHNER, P.A.  
ATTORNEY AT LAW

Admitted in  
Florida and  
New York

P00000091246

Please file and return  
a certified copy to me.  
Thanks

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-09/18/00--01121--011  
\*\*\*\*144.50 \*\*\*\*\*87.50

FILED  
00 SEP 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9/27

W-22813  
9/19



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 19, 2000

BRUCE W. KEIHNER, P.A.  
901 NORTHPOINT PKWY, STE. 108  
WEST PALM BEACH, FL 33407

SUBJECT: DIAMOND HOLDINGS, INC.  
Ref. Number: W00000022813

We have received your document for DIAMOND HOLDINGS, INC. and your check(s) totaling \$144.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 500A00049299

*Not Name "Diamond Holdings Group, Inc."  
is enclosed for  
re-filing  
Thanks*

**ARTICLES OF INCORPORATION**

**OF**

**Diamond Holdings Group, Inc.**

**FILED**  
00 SEP 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of this Corporation shall be Diamond Holdings Group, Inc.

**ARTICLE II**

Purpose

This Corporation is organized for the following purposes:

(a) For Consulting, services and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

**ARTICLE III**

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

**ARTICLE IV**

Preemptive Rights

There shall be no preemptive rights.

**ARTICLE V**

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The business and mailing address of the Corporation, and street address for the initial registered office of this Corporation is 901 Northpoint Parkway, Suite 108, West Palm Beach, Florida 33407-1941, and the name of the initial registered agent of this Corporation at that address is Bruce W. Keihner.

## **ARTICLE VII**

### **Initial Board of Directors**

This Corporation shall have one (1) sole director. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-Laws but shall never be less than (1). The name and address of the initial director of this Corporation is as follows:

Sam Anthony  
231 Bay Colony Drive  
Juno Beach, Florida 33408

## **ARTICLE VIII**

### **By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX**

### **Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE X**

### **Special Provisions**

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact

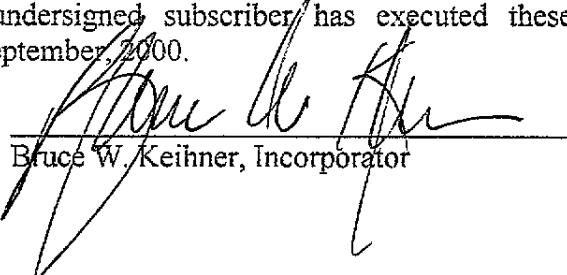
that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

## ARTICLE XI

### Incorporator

The name and address of the person signing these Articles is as follows:  
Bruce W. Keihner, 901 Northpoint Parkway, Suite 108, West Palm Beach, Florida  
33407-1941.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 15th day of September, 2000.

  
\_\_\_\_\_  
Bruce W. Keihner, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bruce W. Keihner, personally known to me, or who has produced a drivers license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 15th day of September, 2000.



Elizabeth R. Wensing  
MY COMMISSION # CC895547 EXPIRES  
February 9, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public -

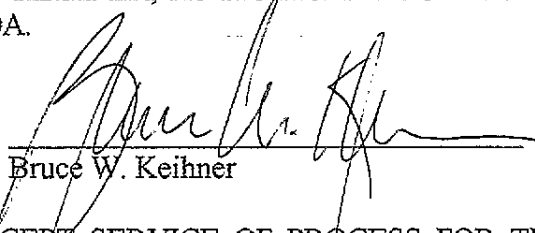
My Commission No.: # CC 895547

My Commission Expires: 2/9/04

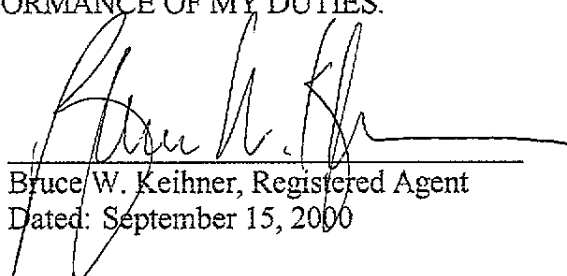
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT DIAMOND HOLDINGS GROUP, INC. - DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED BRUCE W. KEIHNER, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Bruce W. Keihner

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Bruce W. Keihner, Registered Agent

Dated: September 15, 2000

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00 SEP 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA