

PO 100000 7746

LAW OFFICES

STEPHEN L. SHOCHET

CRYSTAL CORPORATE CENTER

2500 NORTH MILITARY TRAIL

SUITE 205

BOCA RATON, FLORIDA 33431

TELEPHONE (561) 998-0440

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ADMITTED IN

FLORIDA

MICHIGAN

January 17, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: DYT DIAMONDS, INC.

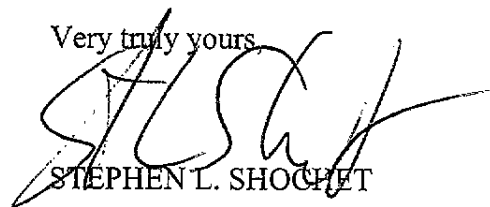
To Whom It May Concern:

Enclosed please find the following:

1. Original and copy of Articles of Incorporation; and
2. A check in the amount of \$78.75 for the filing fee and return of a certified copy of the articles.

Thank you for your attention to this matter.

Very truly yours,


STEPHEN L. SHOCHET

SLS/om
Enc

FILED
01 JAN 19 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jan 1/22/01
SV

**ARTICLES OF ORGANIZATION
OF**

DYT DIAMONDS, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name of the proposed corporation shall be DYT DIAMONDS, INC. Its initial address shall be 2500 N. Military Trail, Suite 205, Boca Raton, Florida 33431.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licenses, of any corporation,, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand Two Hundred shares (1,200) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address and of the initial registered office of this corporation is 2500 N. Military Trail-Suite 205-Boca Raton, FL 33431.

The name of the initial registered agent of this corporation at that address is C. Roger Barnes.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The names and addresses of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

C. ROGER BARNES

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

Subscribers

The names and addresses of the persons signing these Articles as subscriber are:

C. ROGER BARNES

2500 N. Military Trail – Ste 205
Boca Raton, FL 33431

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of the stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

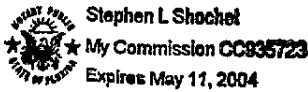
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 17th day of January, 2001.


C. ROGER BARNES

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, C. ROGER BARNES, personally appeared to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed the same for the purpose therein expressed and did take an oath.



My Commission Exp.

NOTARY PUBLIC


State of Florida at Large

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ACKNOWLEDGEMENT:

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 provisions of all statutes relative to the proper and complete performance of my duties.


C. ROGER BARNES