

Roman 79345

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FLORIDA PROFIT CORPORATION OR P.A.

Roman
+ & + diamonds, inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 2002

EMPIRE CORPORATE KIT COMPANY

Roman

SUBJECT: ~~R & R~~ DIAMONDS, INC.
REF: W02000020985

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Roman Diamonds, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

Roman Diamonds, INC.

ARTICLE II

The general nature of the business to be transacted shall be an diamond cutting and import and export and wholesale Jewelry, and otherwise engage in any activity or business permitted under the laws of the United States of America, Moldavia and Israel as well as this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, as may be provided By-laws.

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GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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RD

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at: Rahman Yohanonov President & Treasurer
230 174 St, Apt 1520
Sunny Isles Beach, Fl 33160

Roman Davidow
230 174 St, Apt 1520 Vice President & Secretary
Sunny Isles Beach, Fl 33160

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be RAHMAN YOHANANOV and the registered agent's office of this corporation shall be 230 174 St, Apt 1520, Sunny Isles Beach, Fl 33160.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 230 174 St, Sunny Isles Beach, Fl 33160 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of

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Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ROMAN DAVIDOV	230 174 St, Apt 1520 N. BAY VILLAGE, FL 33160	500
RAHMAN YOHANANOV	230 174 St, Apt 1520 N BAY VILLAGE, Fl 33160	500

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 19th day of July, 2002.

SWORN TO AND SUBSCRIBED before me on this 19th day of July, 2002.

R. Yohananov
Rahman Yohananov, PRESIDENT & Treasurer

Roman Davidov
Roman Davidov, Vice President & Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Rahman Yohananov and Roman Davidov, known to be the person who executed the foregoing Certificate of Incorporation of Roman Diamonds, INC., and she acknowledged before me that she has executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by Rahman Yohananov and Roman Davidov, who produced identification.

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SWORN TO AND SUBSCRIBED before me on this 19th day of July, 2002,
in Miami, Florida.

MY COMMISSION EXPIRES:

Notary Public, State of Florida

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND
I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

Rahman Yohananov

Prepared by: GERALD T. ENGEL, ESQ.
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