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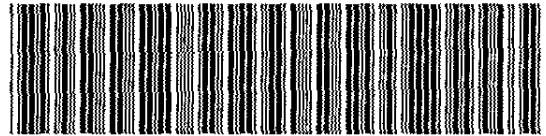
(Business Entity Name)

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04 JUN -3 AM 10:52  
DIVISION OF REGISTRATION

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2004 JUN -3 PM 1:27  
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15  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MOSHE NISSIM DIAMONDS, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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ARTICLES OF INCORPORATION  
OF

2004 JUN -3 PM 1:27

**MOSHE NISSIM DIAMONDS, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES THE  
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

**MOSHE NISSIM DIAMONDS, INC.**

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION SHALL BE:

**7152 N. University Dr.  
Tamarac, FL 33321**

ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING WITH THE DATE  
OF FILING OF THESE ARTICLES.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS CORPORATION  
SHALL BE **Wholesale Diamonds & Jewelry** AND FURTHER:

- 1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES, OCCUPATIONS AND PROFESSIONS.
- 2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED.
- 3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATIONS AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.
- 4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND AND EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.
- 5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION

AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OTHER BUSINESS OR ACTS ABOVE NAMED.

7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY THE STATE OF FLORIDA.

#### ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS :

100 SHARES AT ONE DOLLAR ( \$ 1.00 ) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

#### ARTICLE VI

EVERY SHARE HOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THERE OF ( AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

#### ARTICLE VII

THIS CORPORATION SHALL HAVE ONE **DIRECTOR** INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INITIAL DIRECTOR IS:

**Moshe Nissim**

ARTICLE VIII

THE NAME OF THE OFFICER OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL A SUCCESSOR IS CHOSEN IS:

NAME

OFFICE HELD

**Moshe Nissim**

**President/VP/ Sec. Treas.**

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS :

**7152 N. University Dr.  
Tamarac, FL 33321**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: **Moshe Nissim**

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT.

  
**Moshe Nissim**

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS :

**Moshe Nissim  
7152 N. University Dr.  
Tamarac, FL 33321**

  
**Moshe Nissim**

**FILED**  
**2004 JUN -3 PM 1:27**  
**CLERK OF STATE**  
**TALLAHASSEE FLORIDA**