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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

PAYLESS CERTIFIED DIAMONDS.COM, INC.

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ARTICLES OF INCORPORATION
OF
PAYLESS CERTIFIED DIAMONDS.COM, INC.

* * *

ARTICLE 1

Name

The name of the Corporation is: PAYLESS CERTIFIED DIAMONDS.COM, INC.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total number of shares of stock which the Corporation shall have the authority to issue shall be 20,000,000 shares of Common Stock of the par value of \$.00001 per share.

ARTICLE 4

Right to Amend or Repeal Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 5

Indemnification of Directors, Officers and Employees

Section 1. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify its officers, directors and employees against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors and employees to the fullest extent permitted by law.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer or employee of the Corporation existing at the time of such repeal or modification.

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Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such service or status, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws of this Corporation shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE 7

Principal Office, Registered Office, Registered Agent

The address of the principal office of this Corporation is: c/o Joel Bernstein, 2666 Tigertail Ave., Suite 104, Miami, FL 33133. The address of the initial registered office of this Corporation is c/o Joel Bernstein, 2666 Tigertail Ave., Suite 104, Miami, FL 33133 and the name of the initial registered agent of this Corporation at that address is Joel Bernstein. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

ARTICLE 8

Incorporator

The name and address of the person signing these Articles is Joel Bernstein, 2666 Tigertail Ave., Suite 104, Miami, FL 33133.

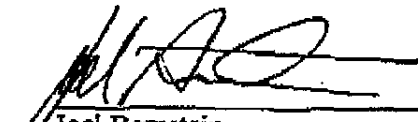
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ARTICLE 9
Elections

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, related to affiliated transactions. The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, related to control share acquisitions.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of November, 2004.



Joel Bernstein
Incorporator and Registered Agent

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