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REGISTERED AGENT CHANGE

PRUDENTIAL DIAMONDS USA, INC.

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**STATEMENT OF CHANGE OF REGISTERED OFFICE AND AGENT FOR
PRUDENTIAL DIAMONDS USA, INC.**

Pursuant to the provisions of Section 607.0502 of the Florida Business Corporation Act, this Statement of Change is being submitted for PRUDENTIAL DIAMONDS USA, INC., a corporation organized under the laws of the State of Florida in order to change its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is PRUDENTIAL DIAMONDS USA, INC.
2. The principal office address and mailing address is: 20283 State Road 7, Suite 300, Boca Raton, FL 33498.
3. Date of Incorporation: September 8, 2005 Document No.: P05000123806-
4. The name and street address of the current registered agent and registered office on file with the Florida Department of State is: Reuben M. Schneider, 2021 Tyler Street, Hollywood, FL 33020.
5. The name and address of the new registered agent and registered office is: Alon Ruschin, 20283 State Road 7, Suite 300, Boca Raton, FL 33498

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical. Such change was authorized by resolution duly adopted by its Board of Directors on November 8, 2005.

IN WITNESS WHEREOF, the undersigned has executed this instrument the


November 2005.

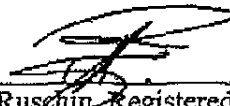
PRUDENTIAL DIAMONDS USA, INC.

By: 

Alan Omsky, Director

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

November  2005


Alon Ruschin, Registered Agent

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