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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

05 NOV -7 PM 2:42

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**FLORIDA PROFIT CORPORATION OR P.A.**

**N & M DIAMONDS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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ARTICLES OF INCORPORATION

OF

N & M DIAMONDS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE INAME OF CORPORATION

The name of the corporation shall be N & M DIAMONDS, INC.

ARTICLE IIDURATION

This corporation is to have perpetual existence.

ARTICLE IIINATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IVCAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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**ARTICLE V**  
**CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows:

2925 Indian Creek Drive, Suite 108  
Miami Beach, Florida 33140

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows:

Scott R. Jay  
1575 Ives Dairy Road  
Miami, Florida 33179

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

**NAMES**

**ADDRESSES**

Neal B. Wayne

2925 Indian Creek Drive  
Miami Beach, Florida 33140

ARTICLE VIII  
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

ADDRESS(ES)

Neal B. Wayne

2925 Indian Creek Drive,  
Suite 108  
Miami Beach, Florida 33140

ARTICLE IX  
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

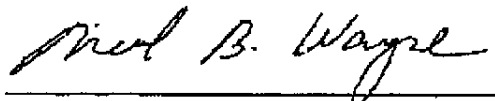
ARTICLE XI  
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII  
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
NEAL B. WAYNE

STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared NEAL B. WAYNE, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 4th day of November, 2005.

My Commission Expires:

  
NOTARY PUBLIC  
State of Florida at Large

NOTARY PUBLIC-STATE OF FLORIDA  
Scott R. Jay  
Commission # DD431562  
Expires: JUNE 15, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

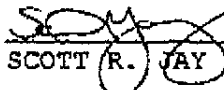
REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That N & M DIAMONDS, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named SCOTT R. JAY located at 1575 Ives Dairy Road, Miami, Florida 33179 as its registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
SCOTT R. JAY

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TALLAHASSEE, FLORIDA

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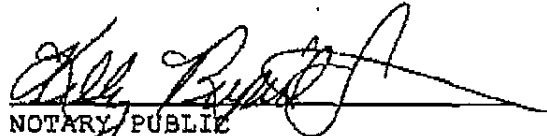
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STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared SCOTT R. JAY, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 4th day of November, 2005.

My Commission Expires:

  
NOTARY PUBLIC  
State of Florida at Large



KELLY RUMPH LEE  
MY COMMISSION # 00113008  
EXPIRES: Jan 10, 2006  
Renewed Thru Superior Heavy Services

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