

Fax Serve 24/2009 10:44 AM PAGE 1/00 Fax Server
P 09000071009

Florida Department of State
Division of Corporations
Public Access System

File 2nd

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000187307 3)))



H090001873073ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

** Please file 2nd as the withdrawal with the same name is file 1st.*

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

*Thanks
Sara
ex 2956*

FLORIDA PROFIT/NON PROFIT CORPORATION

MERIT DIAMOND CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED
DEPARTMENT OF STATE
09 AUG 24 AM 11:56

Electronic Filing Menu

Corporate Filing Menu

Help
09 AUG 24 AM 10:41
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE 1. The name of the corporation is:

MERIT DIAMOND CORPORATION

ARTICLE 2. The principal street address and mailing address of the corporation is:

1900 TYLER STREET, 3RD FLOOR
HOLLYWOOD, FL 33020

ARTICLE 3. The purpose for which the corporation is organized is:

Any and all purposes permissible under the laws of the State of Florida.

ARTICLE 4. The classes and numbers of stock are:

The aggregate number of shares that the corporation shall be authorized to issue shall consist of One Hundred One Thousand (101,000) common shares, \$.001 par value, One Thousand (1,000) of which Commons Shares shall be designated Class A Common Shares and One Hundred Thousand (100,000) shall be designated Class B Common Shares. The Class A Common Shares, \$.001 par value, of the corporation and the Class B Common Shares, \$.001 par value, of the corporation shall have all rights attaching to common shares under the provisions of the Florida Business Corporation Act, except that the Class A Common Shares, \$.001 par value, of the corporation shall be entitled to full voting rights and the Class B Common Shares, \$.001 par value of the corporation shall be denied voting rights, all in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE 5. No shareholder of the corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of the corporation hereafter issued, optioned, or sold, or any part

FILED
09 AUG 24 AM 10:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

of any debenture, bonds, notes, or securities of the corporation convertible into shares hereafter issued, optioned, or sold by the corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also to defeat preemptive rights in any and all shares and classes of shares and securities convertible into shares which the corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all of the shares of the corporation presently authorized, and any and all debentures, bonds, notes or securities of this corporation convertible into shares and any and all of the shares of the corporation which may hereafter be authorized, may at any time be issued, optioned, and contracted for the sale, and/or sold and disposed of by direction of the Board of Directors of the corporation to such persons, and upon such terms and conditions as may to the Board of Directors deem proper and advisable, without first offering the said shares of securities or any part thereof to existing shareholders.

ARTICLE 6. The names, address, and titles of the initial officers and directors of the corporation are:

ABRAHAM KAPLAN
1900 TYLER STREET, 3RD FLOOR
HOLLYWOOD, FL 33020
PRESIDENT & CHAIRMAN

JOSEF FRAIMAN
1900 TYLER STREET, 3RD FLOOR
HOLLYWOOD, FL 33020
SECRETARY & DIRECTOR

ARTICLE 7. The name and Florida street address of the register agent is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

ARTICLE 8. The name and address of the incorporator are:

ERIC W. OLSON, ESQ.
AKERMAN SENTERFITT, LLP
335 MADISON AVENUE, SUITE 2600
NEW YORK, NY 10017

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

CORPORATION SERVICE COMPANY, Registered Agent

By: Meredith Blum

July 28, 2009

Eric W. Olson

July 28, 2009

ERIC W. OLSON, ESQ., Incorporator

FILED
09 AUG 24 AM 10:41
CLERK OF STATE
TALLAHASSEE, FLORIDA