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LAW OFFICES
HOUSTON & SHAHADY, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 850
FORT LAUDERDALE, FLORIDA 33301-1140

TELEPHONE (305) 770-3800
TELEFAX (305) 770-3800

January 19, 1995

Secretary of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Diamond Holding Corporation

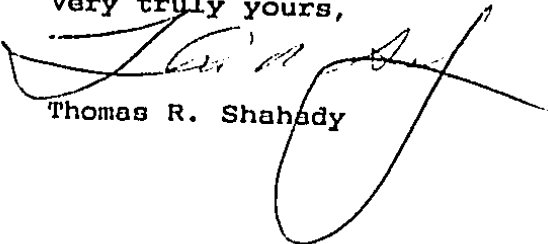
Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, I am enclosing a check in the amount of \$122.50 representing the filing fee herein.

Please file these Articles of Incorporation and return a filed copy in the enclosed stamped, self-addressed envelope.

If you have any questions, please advise.

Very truly yours,


Thomas R. Shahady

TRS/d1
Enclosure

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***122.50 ***122.50

AB 1/25/95

ARTICLES OF INCORPORATION
OF
DIAMOND HOLDING CORPORATION

ARTICLE I

The name of this corporation is DIAMOND HOLDING CORPORATION.

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

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

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 100 N.E. 3rd Avenue, Suite 850, Fort Lauderdale, Florida 33301, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall

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have no less than one (1) Director at any time.

ARTICLE VII

The name and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Martha Bennett	100 N.E. 3rd Avenue
	Suite 850
	Fort Lauderdale, FL 33301

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Thomas R. Shahady	100 N.E. 3rd Avenue
	Suite 850
	Fort Lauderdale, FL 33301

ARTICLE IX

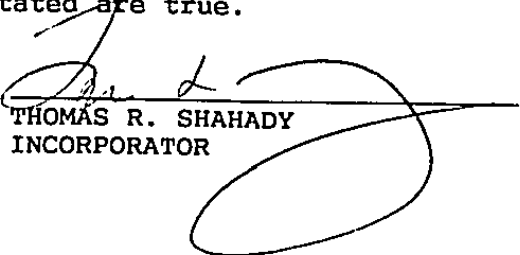
The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Thomas R. Shahady	100 N.E. 3rd Avenue
	Suite 850
	Fort Lauderdale, FL 33301

ARTICLE X

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


THOMAS R. SHAHADY
INCORPORATOR

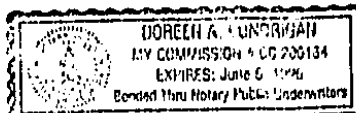
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS R. SHAHADY, to me known to be the person described in the foregoing Articles of Incorporation, or who produced _____ as identification, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 18th day of January, 1995.

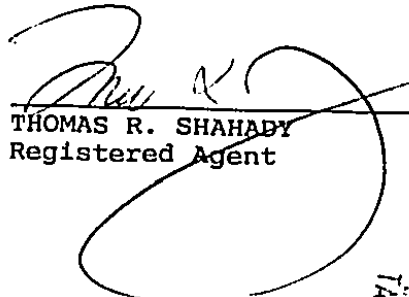

Notary Public - State of
Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, THOMAS R. SHAHADY, do hereby accept designation of Registered Agent for DIAMOND HOLDING CORPORATION.


THOMAS R. SHAHADY
Registered Agent

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