



Prentice Hall Legal & Financial Services

ATTN: POLLYE J. (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

DIAMONDS INTERNATIONAL
OF FLORIDA LTD.

P45000016318

- | | |
|---|--|
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

FILED
FEB 10 1995

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |
- H. SIMS FEB 27 1995

- Walk in () Call if Problem () Will Wait () Pick up 2/10 1:00
- DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: NYC BY: MIKE MC
 BRANCH RECEIVING: FL BY: POLLYE J.
 REF/JOB # 024-95-03579
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: 2/10/95 MAIL _____ FAX _____ FED EXP.
 FILED:
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	<u>270.00</u>
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
FEB 10 AM 9 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 FEB 23 AM 9 34
DIVISION OF CORPORATION

February 10, 1995

PRENTICE HALL
TALLAHASSEE, FL

SUBJECT: DIAMONDS INTERNATIONAL OF FLORIDA LTD.
Ref. Number: W95000003187

*Corrected Please
Back date to
2-10-95
Thanks*

We have received your document for DIAMONDS INTERNATIONAL OF FLORIDA LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 395A00006109

FILED
95 FEB 10 AM 9 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIAMONDS INTERNATIONAL OF FLORIDA INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is DIAMONDS INTERNATIONAL OF FLORIDA INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 589 Fifth Avenue, New York, New York 10017.

The mailing address, wherever located, of the corporation is 589 Fifth Avenue, New York, New York 10017.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Athena Amaxas	15 Columbus Circle New York, NY 10023-7773

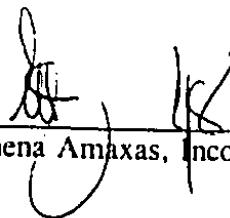
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on February 9, 1995.


Athena Amaxas, Incorporator

FILED
95 FEB 10 AM 9:55
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Delia Taliento, Assistant Vice-President

Date: February 9, 1995