

P95000030484

Mark Maloney  
4530 N. 1st St. South  
St. Petersburg, Florida 33710  
(813) 881-4799

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

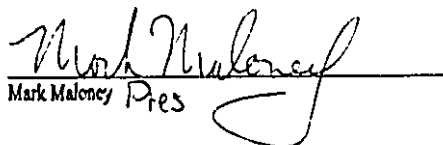
80000145898  
-04/14/95--01075--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Division of Corporations,

Enclosed please find Articles of Incorporation for Southern Diamond Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you.

  
Mark Maloney Pres

FILED  
95 APR 14 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SL

## Articles of Incorporation

1. The name of the corporation is:

Southern Diamond Inc.

2. The principal place of business and mailing address of the corporation is:

4530 4th. Street South St. Petersburg, Florida 33705

3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$ 0.001.

4. The registered agent of the corporation is Mark Maloney and the registered address is 4530 4th. Street South St. Petersburg Florida 33705.

5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows: Mark Maloney and Julie Maloney  
4530 4th. Street South St. Petersburg, Florida 33705

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Mark Maloney whose address is 4530 4th. Street South St. Petersburg, Florida 33705

Dated 1/1/95

Mark Maloney  
Incorporator Mark Maloney

FILED  
APR 14 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

Dated 1/1/95

Mark Maloney  
Registered Agent Mark Maloney

BYLAWS OF

Southern Diamond Inc.  
A FLORIDA CORPORATION

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the City of St. Petersburg the State of Florida. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II - SHAREHOLDERS

Section 1 - Annual Meetings: The annual meeting of the shareholders of the Corporation shall be held each year on Jan. 1 at 2 Pm. at the principal office of the Corporation or at such other places, within or without the State of Florida, as the Board may authorize, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 - Special Meetings: Special meetings of the shareholders may be called at any time by the Board, the President, or by the holders of twenty-five percent (25%) of the shares then outstanding and entitled to vote.

Section 3 - Place of Meetings: All meetings of shareholders shall be held at the principal office of the Corporation, or at such other places as the board shall designate in the notice of such meetings.

Section 4 - Notice of Meetings: Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting, shall be delivered personally or by mail not less than ten days, nor more than sixty days, before the date of the meeting. Notice shall be given to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage paid and addressed to the Member at his address as it appears on the records of the Corporation.

Section 5 - Waiver of Notice: A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 6 - Quorum: Except as otherwise provided by Statute, or the Articles of Incorporation, at all meetings of shareholders of the Corporation, the presence at the commencement of such meetings in person or by proxy of shareholders of record holding a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote, but in no event less than one-third of the shares entitled to vote at the meeting, shall constitute a quorum for the transaction of any business. If any shareholder leaves after the commencement of a meeting, this shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Despite the absence of a quorum at any annual or special meeting of shareholders, the shareholders, by a majority of the votes cast by the holders of shares entitled to vote thereon, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called as if a quorum had been present.

Section 7 - Voting: Except as otherwise provided by Statute or by the Articles of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the shareholders, shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Except as otherwise provided by Statute or by the Articles of Incorporation, at each meeting of shareholders, each holder of record of stock of the Corporation entitled to vote thereat, shall be entitled to one vote for each share of stock registered in his name on the stock transfer books of the corporation.

FILED  
95 APR 14 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Each shareholder entitled to vote may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder himself. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the person executing it shall have specified therein, the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the corporation.

Any resolution in writing, signed by all of the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

### ARTICLE III - BOARD OF DIRECTORS

Section 1 - Number, Election and Term of Office: The number of the directors of the Corporation shall be (2). This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than one director. The members of the Board, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders entitled to vote in the election. Each director shall hold office until the annual meeting of the shareholders next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

Section 2 - Vacancies: Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board called for that purpose. Any such director so elected may be replaced by the shareholders at a regular or special meeting of shareholders.

Section 3 - Duties and Powers: The Board shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as limited by statute.

Section 4 - Annual Meetings: An annual meeting of the Board shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders. The Board from time to time, may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 5 - Special Meetings: Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 6 - Notice and Waiver: Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by telegram to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7 - Chairman: The Board may, at its discretion, elect a Chairman. At all meetings of the Board, the Chairman of the Board, if any and if present, shall preside. If there is no Chairman, or he is absent, then the President shall preside, and in his absence, a Chairman chosen by the directors shall preside.

Section 8 - Quorum and Adjournments: At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the meeting from time to time without notice, until a quorum shall be present.

FILED  
55 APR 14 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Section 9 - Board Action At all meetings of the Board, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 10 - Telephone Meetings: Directors may participate in meetings of the Board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 11 - Resignation and Removal: Any director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed with or without cause at any time by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares of the Corporation at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the Board.

Section 12 - Compensation: No stated salary shall be paid to directors, as such for their services by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

#### ARTICLE IV - OFFICERS

Section 1 - Number, Qualification, Election and Term: The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 - Resignation and Removal: Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 3 - Vacancies: A vacancy in any office may at any time be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4 - Duties of Officers: Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 5 - Compensation: The officers of the Corporation shall be entitled to such compensation as the Board shall from time to time determine.

Section 6 - Delegation of Duties: In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

FILED  
9 APR 14 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA