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RECEIVED
SECRETARY OF STATE
MAR 25 PM 1:35
WASHINGTON

TO WHOM IT MAY CONCERN,

ENCLOSED YOU WILL FIND ARTICLES OF INCORPORATION
FOR COLONIAL DIAMOND EXCHANGE, INC. ALSO ENCLOSED
IS A CHECK # 3574 IN THE AMOUNT OF \$122.50,
PAYABLE TO THE SECRETARY OF STATE.

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-04/25/95--01107--012
****122.50 ****122.50

THANK YOU,



2155-C COLONIAL BLVD.
FT. MYERS, FL. 33907
(813)- 375-4624

ARTICLES OF INCORPORATION
OF

RECEIVED
MAR 25 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By the following proposed Articles of Incorporation, the undersigned does hereby declare his intent to form a corporation under the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be .

Colonial Diamond Exchange Inc.

ARTICLE II - DURATION

The corporate existence of this corporation commences on the date of subscription and acknowledgment and shall continue perpetually.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida, including, but not limited to, the following:

1. To make investments in real property and otherwise; and to conduct the aforesaid business and to do such other things as are incidental; proper or necessary in the operation of the business and in carrying out of any or all of its purposes.
2. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein. To establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation or to facilitate the disposition thereof. To sell, improve, manage, develop, lease, mortgage, dispose or turn to account or otherwise deal with all or any part of such property

3. to acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters patent of the United States or of any foreign country, patent, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

4. To guarantee; acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of the State of Florida or any other state or government, domestic or foreign; and while the owner of any such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes. To aid by loan, subsidy, guaranty, or any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed; and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all such acts or things designed to accomplish any such purpose.

5. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business. To secure the same by mortgage or mortgages, or deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holder of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert

holder, shall have the right to purchase his pro rata share thereof
and hereby agrees to do so without issuance of fractional shares, at the
price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of this
corporation is 15264 FIDDLERSTY BLVD., FORT MYERS, FLORIDA 33907
The name of the initial registered agent at such address is
George Pellegrino III
The above address is also the principal office address.

ARTICLE VII - DIRECTORS

The corporation shall have TWO (2) directors initially, whose
names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>GEORGE Pellegrino III</u>	<u>15264 FIDDLERSTY BLVD, FORT MYERS, FL 33907</u>
<u>GEORGE Pellegrino SR.</u>	<u>15264 FIDDLERSTY BLVD, FORT MYERS, FL 33907</u>

The number of directors may be increased or diminished from time to time
by the By-Laws.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law.

ARTICLE IX - INCORPORATION

The name and street address of the incorporator of this
corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>GEORGE Pellegrino</u>	<u>15264 FIDDLERSTY BLVD.</u> <u>FORT MYERS, FLORIDA 33907</u>

IN WITNESS WHEREOF, the undersigned incorporator has executed
the foregoing Articles of Incorporation this 14th day of APRIL

George Pellegrino

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I Hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: *APRIL 14, 1995*

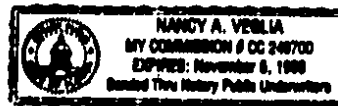


STATE OF FLORIDA)
) SS.
COUNTY OF LEE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
25 APR 25 PM 1:35

BEFORE ME personally appeared GEORGE PELLICERINO, to me
well known and known to me to be the individual described in and who
executed the foregoing Articles of Incorporation and he acknowledged
before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal of the County and State
named above this 18th day of April, 1995.



My commission expires:

November 5, 1996
Nancy A. Veglia

the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors. To sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article IV hereof.

6. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

7. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

8. To do all and everything necessary and proper for the accomplishment of any of the purposes of or in furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, or necessary to incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar to nature to the purposes set forth in these Articles of Incorporation or any amendment hereof, it being specifically understood that this corporation may appoint agents to represent it and to perform all of the foregoing purposes and functions anywhere in the world.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is *ONE THOUSAND (1,000) SHARES OF COMMON STOCK, EACH HAVING A PAR VALUE OF ONE (1.00) DOLLAR.*

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already