

MAY 31 95 (MAY 11 33 RUBIN BAUM & LEVIN

TEL: 305-374-7593

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5/31/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000006061)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &
DEPARTMENT OF STATE 200 S BISCAYNE BLVD
STATE OF FLORIDA 2500 SE FINANCIAL CENTER
409 EAST GAINES STREET MIAMI FL 33131-2336
TALLAHASSEE, FL 32399 CONTACT: KENDALL SPARKMAN
FAX: (904) 922-4000 PHONE: (305) 374-7580
FAX: (305) 374-7593

((H95000006061)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: KIDC ACQUISITION, INC.
FAX AUDIT NUMBER: H95000006061 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/31/1995 TIME REQUESTED: 11:23:15
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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5/31/95

FAX AUDIT NO. H95-6061

**ARTICLES OF INCORPORATION
OF
KIDC ACQUISITION, INC.**

ARTICLE I - NAME

The name of this corporation is KIDC ACQUISITION, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation is:

2500 First Union Financial Center
Miami, Florida 33131.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2500 First Union Financial Center
Miami, Florida 33131;

and the name and address of the initial registered agent of this corporation is:

Name

Address

CT Corporation System

1200 Pine Island Road
Plantation, Florida 33324

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

THIS INSTRUMENT PREPARED BY:

Saul B. Rosenthal, Esq.
Florida Bar No. 981427
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & RILZIN
2500 First Union Financial Center
P.O. Box 619109
Miami, Florida 33101-9109
Telephone: (305) 374-7520

FAX AUDIT NO. H95- 6061

FAX AUDIT NO. 1195- 6061

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Name

Address

Saul B. Rosenthal

2500 First Union Financial Center
Miami, Florida 33131.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - TERMINATION OF INCORPORATOR'S POWERS

The powers and duties of the incorporator shall terminate upon the appointment of the initial Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof this 31st day of May, 1995.


Saul B. Rosenthal, Incorporator

MAY. -31' 95 (WED) 11:34 RUBIN BAUM & LEVIN

TEL:305-374-7593

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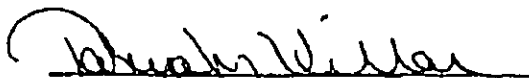
FAX AUDIT NO. H95-6061

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0302, Florida Statutes, the undersigned acknowledges and accepts it's appointment as registered agent of KIDC Acquisition, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1989), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

DATE: May 31, 1995

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Tanya N. Villar
Special Assistant Secretary

FAX AUDIT NO. H95-6061

P95000042351



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

KIDC ACQUISITION, INC., a Florida corporation, P95000042351

INTO

KAY INDUSTRIAL DIAMOND CORPORATION, a Florida corporation, H35763

File date: October 31, 1995

Corporate Specialist: Linda Stitt