

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



PP5000046863

ACCOUNT NO. : 072100000032

REFERENCE : 619415 11758A

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 122.50

ORDER DATE : June 15, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 619415

CUSTOMER NO: 11758A

300001514093

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR CURTIS CROSS LAYSTROM
PERLOFF

1177 Southeast Third Avenue
Fort Lauderdale, FL 33316

DOMESTIC FILING

JUN 16 1995

BSB

NAME: SEATTLE DIAMOND & GOLD
CORPORATION

FILED
55 JUN 15 AM 9:28
STATE
TALLAHASSEE, FL 32301

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

Charter Number Only

V
A
L
I
D
A
T
I
O
N

O
N
L
Y

SEATTLE DIAMOND & GOLD CORPORATION

Requester's Name

10260 N.W. 47th Street

Address

Sunrise, Florida 33351 305-572-4454

City

State

Zip

Phone

CORPORATION NAME

☐ Profit

☐ Non-Profit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Allen
Business
Organization

☐ Limited Partnership

☐ Change of Registered Agent

☐ Other:

☐ Certified Copy

☐ Photo Copies

☐ Certificate
Under Seal

☐ Walk-In

☐ Will Wait

☐ Pick-Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

C. TAX	_____
FILING	_____
R. AGENT	_____
C. COPY	_____
TOTAL	_____
N. BANK	_____
BALANCE DUE	_____
REFUND	_____
PHF	_____

FILED

95 JUN 15 AM 9:28

ARTICLES OF INCORPORATION

OR

STATE OF FLORIDA
TALLAHASSEE

SEATTLE DIAMOND & GOLD CORPORATION

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SEATTLE DIAMOND & GOLD CORPORATION

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America including, but not limited to the wholesale and retail sale of diamonds and jewelry.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable

instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, and to engage in any business, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now

or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock at ONE DOLLAR (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

ARTICLE VI

The initial principal office of this corporation shall be located at 10260 N.W. 47th Street, Sunrise, Florida 33351.

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than six (6) members.

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been elected and qualified, or until their earlier resignation, removal or death, are as follows:

NAME

JOE VITOLO

ADDRESS

10260 N.W. 47th Street
Sunrise, FL 33351

ARTICLE IX

The registered agent and the registered office for this corporation will be:

AGENT

JEFFREY S. WACHS, ESQ.

OFFICE

1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JOE VITOLO	10260 N.W. 47th Street Sunrise, FL 33351	500

ARTICLE XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

NAME

OFFICE

JOE VITOLO

President, Secretary and Treasurer

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT

FILED
95 JUN 15 AM 9:29
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

WITNESS: _____

JOE VITOLO

WITNESS: _____

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS: .

I HEREBY CERTIFY that on this day personally appeared JOE VITOLO, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me or has produced _____ as identification and she did/did not take an oath.

WITNESS my hand and seal this 14th day of June, 1995.

Lisa D. Belenson
Notary Public, State of Florida
Print: Lisa D. Belenson
My Commission Expires: 8/10/98
Commission No. CC-399-313



LISA D. BELENSON
COMMISSION # CC 399213
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.



1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9171
(800) 222-0171

800-142-8086

P95000046863

ACCOUNT NO. : 072100000032
REFERENCE : 691230 11758A
AUTHORIZATION : *Patricia Pajaro*
COST LIMIT : 9 07.50

95 SEP 25 PM 4:26
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : September 25, 1995
ORDER TIME : 3:04 PM
ORDER NO. : 691230

CUSTOMER NO: 11758A
CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Curtis Cross Laystrom

100001582751

1177 Southeast Third Avenue
Fort Lauderdale, FL 33316

DOMESTIC AMENDMENT FILING

NAME: SEATTLE DIAMOND & GOLD
CORPORATION

95 SEP 25 PM 4:10
FILED

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

for Name Change
L.C.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SEATTLE DIAMOND & GOLD CORPORATION

55 SEP 25 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed the 15th day of June, 1995, under Document Number P95000046863.

1. The name of the corporation is hereby amended:

From: Seattle Diamond & Gold Corporation


To: Sunrise Diamond & Gold Corporation

2. The date of the adoption of the Articles of Amendment was the 7th day of September, 1995.

3. The Amendment to the Articles of Incorporation was unanimously adopted by all members of the Board of Directors and all Stockholders.

DATED this 7th day of September, 1995.

SEATTLE DIAMOND & GOLD CORPORATION

By: 
JOE VITELLO, Director, Stockholder
and President

By: 
ALLAN COHEN, Director, Stockholder
and Vice President

By: 
STEPHEN TUFTS, Stockholder

P95000046863

DOUMAN, CURTIN, CHORN, LAYSTROM & PERLOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

RAYMOND A. DOUMAN, P.A.
CHARLES L. CURTIS, P.A.
WILLIAM S. CROSS, P.A.
C. WILLIAM LAYSTROM, JR., P.A.
JOHN W. PERLOFF, P.A.

ALSO ADMITTED IN MICHIGAN
BOARD CERTIFIED REAL ESTATE LAWYER

1177 SOUTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33304-1107
BROWARD (954) 525-3441
MIAMI (305) 945-3172
TELEFAX (954) 525-3423

E. SCOTT ALLSWORTH, P.A.
JOHN D. VOIGT, P.A.
JEFFREY S. WACHS, P.A.
MARK E. ALLSWORTH, P.A.
STUART J. MACIVER, P.A.
RUSSELL L. FORNEY, P.A.

ALSO ADMITTED IN PENNSYLVANIA

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

December 13, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sunrise Diamond & Gold
Corporation

Gentlemen:

Enclosed please find Articles of Dissolution, Written Consent by the Shareholders and Directors and Plan of Dissolution and Complete Liquidation for the above referenced corporation along with a check in the amount of \$87.50 which represents the necessary fees for the Secretary of State.

Please file the enclosed and return the certified copy to the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Jeffrey S. Wachs
Jeffrey S. Wachs
For the Firm

000001687840
-12/21/95--01003--003
*****87.50 *****87.50

JSW:lb
Enclosures

SH JAN - 4 1996

Vol. Diss

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 11:26

ARTICLES OF DISSOLUTION

OF

SUNRISE DIAMOND & GOLD CORPORATION

SUNRISE DIAMOND & GOLD CORPORATION, by its President and Secretary, for the purpose of complying with the provisions of Section 607.1403 relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the corporation: SUNRISE DIAMOND & GOLD CORPORATION

2. Name and address of its officers:

Joseph Vitolo - President
10260 N.W. 47th Street
Sunrise, Florida 33351

Allan Cohen - Vice President
10260 N.W. 47th Street
Sunrise, Florida 33351

Stephen Tufts - Treasurer
10260 N.W. 47th Street
Sunrise, Florida 33351

Patricia Myers - Secretary
10260 N.W. 47th Street
Sunrise, Florida 33351

3. Name and address of its directors:

Joseph Vitolo - President
10260 N.W. 47th Street
Sunrise, Florida 33351

Allan Cohen - Vice President
10260 N.W. 47th Street
Sunrise, Florida 33351

Stephen Tufts - Treasurer
10260 N.W. 47th Street
Sunrise, Florida 33351

Patricia Myers - Secretary
10260 N.W. 47th Street
Sunrise, Florida 33351

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 11:26

4. The foregoing dissolution was adopted by the Board of Directors and approved by the majority of the Shareholders of the Corporation on the 6th day of November, 1995.

5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

6. All remaining property and assets of the corporation have been distributed to its shareholders.

7. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.

IN WITNESS WHEREOF, the President and Secretary have executed these Articles of Dissolution, this 6th day of November, 1995.

ATTEST:

SUNRISE DIAMOND & GOLD
CORPORATION

By: Patricia Myers
PATRICIA MYERS, Secretary

By: Joseph Vitolo
JOSEPH VITOLO, President

BEFORE ME, the undersigned authority, personally appeared JOSEPH VITOLO, President of the Corporation, to me known to be the person described herein or produced _____

WITNESS my hand and seal in the county and state named above,
this 17th day of November, 1995

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:



LISA D. BELENSON
COMMISSION # CC 399213
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

person described herein or produced as identification and who executed the foregoing Articles of Dissolution and she acknowledged before me that she executed the same for purposes therein expresses.

WITNESS my hand and seal in the county and state named above,
this 17th day of November, 1995

Lisa D. Belenson
Notary Public, State of Florida
Print Name: Lisa D. Belenson
Commission Number: CC399213
My Commission Expires: 8/10/98



LISA D. BELENSON
COMMISSION # CC 399213
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

The following plan of Dissolution and Complete Liquidation, (hereinafter called the "Plan"), shall be effective upon the adoption and approval of the Plan at a meeting of shareholders by the affirmative vote of the majority of the holders of record of the outstanding shares of SUNRISE DIAMOND & GOLD CORPORATION, (hereinafter called the "Corporation"). The day of such adoption and approval by the shareholders is hereinafter called the "Effective Date".

1. Dissolution. As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of Florida.

2. Cessation of Business. After the Effective Date, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors and officers now in office shall continue in office solely for these purposes.

3. Payment of Debts. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities or other assets, a reserve fund in an amount estimated by the directors to be necessary for the payment of estimated expenses, taxes, and contingent liabilities.

4. Restrictions on Transfer of Shares. The proportionate interest of shareholders in the assets of Corporation shall be fixed on the bases of their respective shareholdings at the close

of the business on the Effective Date of the Plan.

5. Liquidation Distribution. At such time as the Board of Directors of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of affecting and administering the Plan, the directors shall transfer any assets remaining to the shareholders, on a pro rata basis.

6. Power of the Board of Directors. The Board of Directors shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as may be considered desirable to carry out the purposes of the Plan. The directors shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate and dissolution and complete liquidation of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of Florida.

I hereby certify that this is a true copy of the Plan of Dissolution adopted by the shareholders of SUNRISE DIAMOND & GOLD CORPORATION on November 6, 1995.



JOSEPH VITOLO, President

**WRITTEN CONSENT BY
THE SHAREHOLDERS AND DIRECTORS OF
SUNRISE DIAMOND & GOLD CORPORATION**

Pursuant to F.S. 607.0821 and F.S. 607.0704, the undersigned, constituting all of the Directors and Shareholders of SUNRISE DIAMOND & GOLD CORPORATION (the "Corporation") do hereby consent to and approve the following actions:

RESOLVED, that the Board of Directors do hereby authorize the dissolution of the Corporation effective the 6th day of November, 1995, in accordance with the Plan of Dissolution and Complete Liquidation attached hereto; and be it;

FURTHER RESOLVED, that the proper officers of the Corporation, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of this resolution, and all acts and doings of the officers of the Corporation which are in conformity with the intent and purpose of this resolution whether heretofore or hereafter taken and done shall be and the same are hereby in all respects, ratified, confirmed and approved.

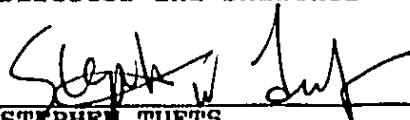
DATED: November 6, 1995



JOSEPH VITOLO,
Director and Shareholder



ALLAN COHEN,
Director and Shareholder



STEPHEN TUFTS,
Director and Shareholder



PATRICIA MYERS,
Director