

*Richard J. Hays, P.A.*  
ATTORNEY AT LAW

7200 WEST COMMERCIAL BOULEVARD  
SUITE 207  
LAUDERHILL, FLORIDA 33419  
PHONE (305) 748 7002  
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August 31, 1995

PA 50000070655

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32310

Dear Sir:

Enclosed please find check in the amount of \$122.50  
together with original and one copy of Articles of  
Incorporation for the following corporation:

PENINA GOLD-DIAMOND, INC.

Please send certified copy of same to the undersigned.

Sincerely,

RICHARD J. HAYS, P.A.

*Richard J. Hays*  
Richard J. Hays

RJH:chs/ewls.

RECEIVED  
SEP 11 AM 8:32  
TALLAHASSEE  
FLORIDA

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719-19010-190-  
\*\*\*\*122.50 \*\*\*\*122.50

*PA 50000070655*

ARTICLES OF INCORPORATION

OF

PERIHA GOLF-DIAMOND, INC.

FILED

55 SEP 11 AM 8:32

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PERIHA GOLF-DIAMOND, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

55 N.W. First Street  
Suite 14-A  
Miami, FL 33132

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares @ \$10.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Michael Binyaminove  
55 N.W. First Street  
Suite 14-A  
Miami, FL 33132

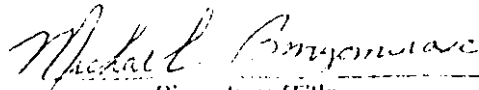
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Michael Binyaminove  
55 N.E. First Street  
Suite 19-A  
Miami, FL 33132

The undersigned has(have) executed these Articles of Incorporation this

21st day of August, 19 95.



Signature/Title

MICHAEL BINYAMINOVE, President

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is \_\_\_\_\_

EMERALD GOLD-PLANNED, INC.

2. The name and address of the registered agent and office is:

MICHAEL B. BENYAMINOVE  
(NAME)

55 E.E. First Street, Suite 14-A  
(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33132

(CITY/STATE/ZIP)

SIGNATURE *Michael Benjaminove*  
(corporate officer) MICHAEL BENYAMINOVE

TITLE President

DATE August 21, 1995

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Michael Benjaminove*  
MICHAEL BENYAMINOVE

DATE August 21, 1995

REGISTERED AGENT FILING FEE: \$35.00

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FLORIDA