

LAW OFFICES OF
MICHAEL J. COHEN, P.A.

817 S.W. FIRST AVENUE
FORT LAUDERDALE, FL 33301

(305) 524-0000
(305) 524-4100

P96000004186

January 8, 1996

THE SECRETARY OF STATE
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300001684703
-01/10/96--01090--019
****122.50 ****122.50

RE: American Diamond Technology, Inc.
A proposed Florida corporation

Dear Sir:

Enclosed is the original and one (1) copy of the Articles of Incorporation for: American Diamond Technology, Inc.

Also enclosed is the original and one (1) copy of the Certificate Designating Resident Agent for said corporation.

Please find enclosed our check payable to THE SECRETARY OF STATE in the amount of \$122.50, for filing fees.

Please return the certified copy of the Articles of Incorporation to the above address. Also enclosed is a stamped, return envelope for your convenience.

Thank you for your prompt attention.

Very truly yours,

Cynthia Lindo
Cynthia Lindo, Secretary to
MICHAEL J. COHEN, ESQ.

/cl

Enclosures

FILED
96 JAN 10 PM 2 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
1-17-96*

**ARTICLES OF INCORPORATION
OF
AMERICAN DIAMOND TECHNOLOGY, INC.**

FILED
96 JAN 10 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be AMERICAN DIAMOND TECHNOLOGY, INC.; and its principal or mailing address is 47 E. Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue one thousand (1000) shares of common stock, all of one class, with a par value of fifty cents (\$.50) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as

hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Ft. Lauderdale, FL 33301, and the name of its initial registered agent is Michael J. Cohen.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one director, and shall have one director initially. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successor is elected and qualify is: Kamal Peters, 47 E. Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Kamal Peters, 47 E. Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened,

pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of

conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further

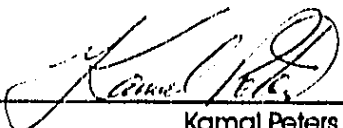
indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed

the foregoing Articles of Incorporation this 1/4/96 day of January, 1996.



Kamal Peters

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

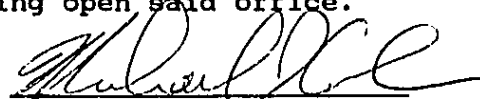
First that: AMERICAN DIAMOND TECHNOLOGY, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named:

MICHAEL J. COHEN, ESQ.
517 SW First Avenue
Ft. Lauderdale, FL 33301

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL J. COHEN, ESQ.
Resident Agent

DATED this 4th day of January, 1996.

FILED
96 JAN 10 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA