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February 15, 1996

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

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****122.50 ****122.50

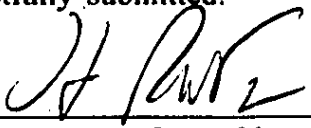
re: S & M Diamonds, Inc.

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for S & M Diamonds, Inc. and our check in the amount of \$122.50 as follows:

Filing Fees	\$	35.00
Registered agent		35.00
Certified copy		52.50
Total	\$	<u>122.50</u>

Respectfully submitted:



Steven Rutcofsky

For: S & M Diamonds, Inc.

FILED
96 FEB 23 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER FEB 26 1996

**ARTICLES OF INCORPORATION
OF
S & M DIAMONDS, INC.**

FILED
96 FEB 23 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

S & M Diamonds, Inc.

ARTICLE II PRINCIPAL OFFICE

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

8260 A Severin Drive
Boca Raton, FL 33433

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 / \$1 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Steven Rutcofsky
8260 A Severin Drive
Boca Raton, FL 33433

ARTICLE V INCORPORATOR(S)

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

Steven Rutcofsky
8260 A Severin Drive
Boca Raton, FL 33433

Marc Krutolow
8260 A Severin Drive
Boca Raton, FL 33433

ARTICLE VI DIRECTORS

Steven Rutcofsky

Marc Krutolow

ARTICLE VII NATURE OF BUSINESS

The nature of the business is to purchase and deal in fine diamonds and jewelry, or such other business which is lawful in the State of Florida.

this 20 day of Feb, 1994.

Signature/Title V.P.

For: S & M Diamonds, Inc.

**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:

S & M Diamonds, Inc.

2. The name and registered agent and office is:

Steven Rutcofsky
(Name)

8260 A Severin Drive
(P.O. Box NOT acceptable)

Boca Raton, FL 33433
(City/State/Zip)

Signature

Title

Date

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

Signature

Date