

4/01/96

FLORIDA DIVISION OF CORPORATIONS

124 PM

((H96000004634))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FAB-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-

FAX: (904) 922-4000

CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: P.Y.D. DIAMONDS, INC.

FAX AUDIT NUMBER: H96000004634

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/01/1996

TIME REQUESTED: 13:23:52

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CERTIFICATE OF STATUS: 0

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Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND (CR):

FILED
96 APR -1 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 APR -1 PM 3:43
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
P.Y.D. DIAMONDS, INC.**

ARTICLE I - NAME

The name of this corporation is P.Y.D. DIAMONDS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation is 660 North State Road 7, Suite 12, Plantation, Florida 33317 and the name of the initial registered agent of this corporation and the address is Marlene Leon-Rubido, Esquire, at 9990 S.W. 77 Avenue, PH 4A, Miami, Florida 33156.

Prepared by: Marlene Leon-Rubido Esq.
9990 S.W. 77th Ave. PH 4A
Miami, Fl 33156
(305) 596-2211
Fl Bar #705586

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director (s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
PAULINE Y. DOUGLAS	660 North State Road 7 Suite 12 Plantation, Florida 33317

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
PAULINE Y. DOUGLAS	660 North State Road 7 Suite 12 Plantation, Florida 33317

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29 day of March, 1996.


PAULINE Y. DOUGLAS

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STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAULINE Y. DOUGLAS and known to be, and known personally to me to be, the persons who did take an oath and acknowledged and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29 day of March, 1996.

My Commission Expires:




NAME: MARILYN L. SON-RUBIDO
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
COMMISSION NO.:

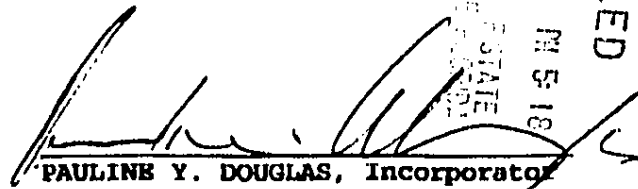
H96000004634

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

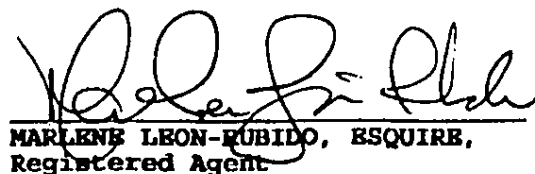
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that PAULINE Y. DOUGLAS, as incorporator of P.Y.D. DIAMONDS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 660 North State Road 7, Suite 12, Plantation, Florida 33317, has named MARLENE LEON-RUBIDO, ESQUIRE, of 9990 S.W. 77 Avenue, PH 4A, Miami, Florida 33156 as its agent to accept service of process within Florida.

Dated: March 29, 1996


PAULINE Y. DOUGLAS, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


MARLENE LEON-RUBIDO, ESQUIRE,
Registered Agent

P96000028262

Attorney At Law

9990 S.W. 77th Avenue
Marcus Centre, PH-4A
Miami, Florida 33156-2699

Tel: (305) 596-2211
Fax: (305) 274-0220

January 21, 1997

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

200002067652--2
-01/24/97--01043--020
*****70.00 *****35.00

Re: Articles of Dissolution of Richmoline Enterprises, Inc.,
and P.Y.D. Diamonds, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Dissolution for the above referenced Florida corporations. Also enclosed is a check in the amount of \$70.00, representing the filing fee for each Article, payable to the "Department of State"

Thank you for your courtesies and if you have any questions regarding the above, please do not hesitate to contact the undersigned.

Sincerely,



Marlene Leon-Rubido, Esquire

cc: Richard and Pauline Douglas

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Dios

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 24 PM 12:55

FILED

ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA STATUTES OF
P.Y.D. DIAMONDS, INC., A FLORIDA CORPORATION

FILED
57 MAR 24 PM 3:55
TALLAHASSEE, FLORIDA

To: Department of State, Tallahassee, Florida

Pursuant to Section 607.1403, Florida Statutes, the undersigned Florida profit corporation adopts and submits these Articles of Dissolution for the purpose of dissolving said corporation and states as follows:

First: The name of the corporation to be dissolved in P.Y.D. DIAMONDS, INC.

Second: The names and addresses of the officers of the corporation are as follows:

Pauline Y. Douglas, 660 North State Road 7, Suite 12, Plantation, Florida 33317.

Third: The names and addresses of the directors of the corporation are as follows:

Pauline Y. Douglas, 660 North State Road 7, Suite 12, Plantation, Florida 33317.

Fourth: Adequate provisions have been made for the payment of all liabilities and obligations of the corporation.

Fifth: No property or assets remained to be distributed among the shareholders of the corporation after payment of all debts, obligations, and liabilities of the corporation.

Sixth: There are no actions pending against the corporation in any court.

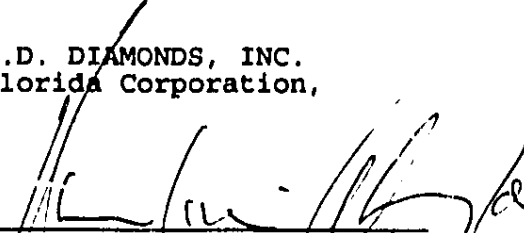
Seventh: Both the corporation and the shareholders of the corporation elected to dissolve the corporation by the unanimous

written consent of the shareholders and by a resolution to dissolve having been duly adopted by the shareholders. A photocopy of the Shareholder Unanimous Written Consent and Resolution is attached to these Articles of Dissolution.

Eighth: The dissolution of the corporation was approved by shareholders of the corporation and the number of votes cast for dissolution was sufficient for approval.

Signed this 10th day of January, 1997.

P.Y.D. DIAMONDS, INC.
A Florida Corporation,


by: Pauline y. Douglas, President,
Director, and Sole Shareholder of
P.Y.D. DIAMONDS, INC.

RESOLUTION OF BOARD OF DIRECTORS OF
P.Y.D. DIAMONDS, INC., A FLORIDA CORPORATION
RECOMMENDING VOLUNTARY DISSOLUTION

Whereas, in the opinion of the Board of Directors of P.Y.D. Diamonds, Inc. it is in the best interest of the corporation and its shareholders that the corporation be dissolved.

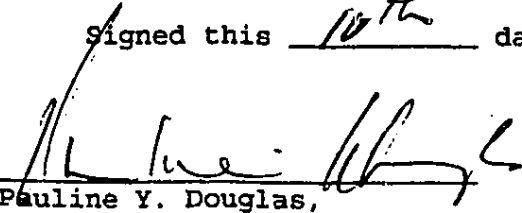
It is therefore RESOLVED as follows:

1. That the Board of Directors of P.Y.D. Diamonds, Inc., a Florida corporation, recommend that said corporation be dissolved.

2. That the question of the dissolution of the corporation be submitted to a vote of the shareholders at a special meeting of the Board of Directors, Officers and Shareholders called for such purpose on January 10, 1997 at the offices of the corporation.

3. That in the event that the shareholders approve the dissolution be majority vote, that the officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent to dissolve to all known creditors of and claimants against the corporation; and to take such further actions as may be necessary or appropriate to carry out the intent of this resolution.

Signed this 10th day of January, 1997.


Pauline Y. Douglas,
President and Director
of P.Y.D. Diamonds, Inc.

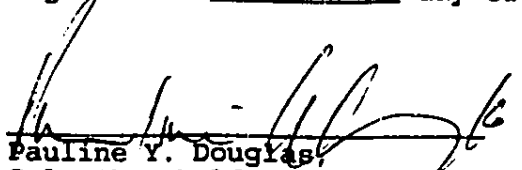
SHAREHOLDER'S RESOLUTION AND UNANIMOUS WRITTEN
CONSENT TO VOLUNTARY DISSOLUTION OF
P.Y.D. DIAMONDS, INC., A FLORIDA CORPORATION

Whereas, the Board of Directors of P.Y.D. DIAMONDS, INC. at a special meeting held on January 10, 1997 at the offices of the corporation, adopted resolutions recommending the dissolution of the corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting;

Whereas, the undersigned, being all of the shareholders of P.Y.D. DIAMONDS, INC., a Florida corporation, does hereby consent to the voluntary dissolution of such corporation and does hereby authorize and direct the officers of the corporation to take all steps necessary and appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned sole stockholder has signed her name and dated the signing opposite the number of shares of the corporation held by her of record on such date.

Signed this 10th day of January, 1997.


Pauline Y. Douglas,
Sole Shareholder of
P.Y.D. DIAMONDS, INC.

100%
Number of shares