

LAW OFFICES

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& YAFFE, P.A.**

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PAUL B. STEINBERG (FLA. & D.C.)  
ROBERT D. SLEWETT (FLA.)  
ROBERT H. YAFFE (FLA.)  
MORRIS L. STEINBERG (N.Y.)

\* PLEASE REPLY TO OUR  
MIAMI BEACH OFFICE

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\*\*\*\*122.50 \*\*\*\*122.50

December 13, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: 702-B Blue Diamond, Inc.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of 702-B Blue Diamond, Inc. duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

PAUL B. STEINBERG

PBS:lmn  
enc.

NEW YORK OFFICE  
674 FIFTH AVENUE  
2ND FLOOR  
NEW YORK, N.Y. 10036  
(212) 391-2080

FILED  
96 DEC 17 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

re 12/18/96

ARTICLES OF INCORPORATION  
OF  
702-B BLUE DIAMOND, INC.

FILED  
96 DEC 17 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: 702-B BLUE DIAMOND, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having \$5.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be Unit 702-B 4747 Collins Avenue, Miami Beach, FL. 33140. or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is:

Robert D. Slewett, Esq.  
767 Arthur Godfrey Road  
Miami Beach, Florida 33140

ARTICLE VIII. OFFICERS

The name and street address of the officers of this corporation is:

NAME/ADDRESS

POSITION

Stephan Berger  
4747 Collins Avenue, #702  
Miami Beach, FL 33140

Director  
President

ARTICLE VIII. OFFICERS

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County,

Florida, for the uses and purposes aforesaid, this 11th day  
of December, 1996.

  
ROBERT D. SLEWETT  
SUBSCRIBER

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared  
ROBERT D. SLEWETT, known to me to be the person who executed the  
foregoing Articles of Incorporation, and he acknowledged before  
me that he executed said instrument for the purposes therein  
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal in the County and State aforesaid this 11 day of December  
1996.

  
NOTARY PUBLIC  
State of Florida at Large

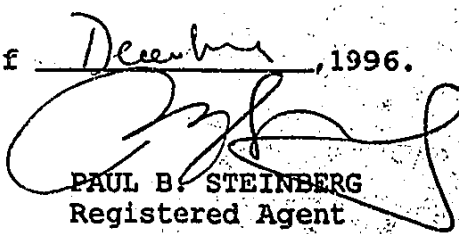


PAUL B. STEINBERG  
My Commission CC327467  
Expires Nov. 21, 1997  
Bonded by HAI  
800-422-1855

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for 702-B Blue Diamond, Inc. and agrees to comply with the provisions of these ARTICLES and the applicable Florida Statutes.

Dated this 11 day of December, 1996.

  
PAUL B. STEINBERG  
Registered Agent

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SOUTHWORTH RECYCLED



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