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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DIANA ENTERPRISES, INC.

AUDIT NUMBER.....H97000005068

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DIANA ENTERPRISES, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000005068
Letter Number: 997A00013500

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(5)

**ARTICLES OF INCORPORATION
OF
DIANA ENTERPRISES, INC.**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be DIANA ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Louis J. Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 444-5002
Florida Bar No. 872547

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ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

*Louis J. Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133*

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is 643 Washington Avenue, Miami Beach, FL 33139. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these articles is:

*Louis J. Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133*

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the person who shall serve on the first Board of Directors is:

*Diana Rubinstein, President, Treasurer, Secretary, Director
643 Washington Avenue
Miami, FL 33139*

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ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 26th day of March, 1997.

[Signature]

LOUIS J. TERMINELLO, ESQ.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, Florida 33133-2728

STATE OF FLORIDA

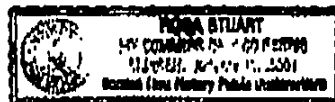
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th day of March, 1997, by LOUIS J. TERMINELLO, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced N/A as identification.

Rosa Stuart

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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**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 Florida law the following is submitted:

DIANA ENTERPRISES, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 643 Washington Avenue, Miami Beach, FL 33139, has named **LOUIS J. TERMINELLO, ESQ.** as its agent to accept service of process within Florida.

DATED: 26th day of March, 1997.



Louis J. Terminello, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **DIANA ENTERPRISES, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Louis J. Terminello,
Registered Agent

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