

P 97000037190



ACCOUNT NO. : 072100000032

REFERENCE : 344068 6221A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 25, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 344068-005

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: DIAMOND-BAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

APR 25 1997

APR 26 1997

File first

97000037190
APR 25 1997
FBI/DOJ

FILED
97 MAR 25 AM 11:47
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
DIAMOND-BAR, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

DIAMOND-BAR, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 8466 N. Lockwood Ridge Road, Suite 300, Sarasota, Florida 34243.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 8466 N. Lockwood Ridge Road, Suite 300, Sarasota, Florida 34243 and the registered agent at such office is Trey Desenberg.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

| | |
|----------------|-----------------------------|
| Trey Desenberg | 8466 N. Lockwood Ridge Road |
| | Suite 300 |
| | Sarasota, Florida 34243 |

ARTICLE VIII - AMENDMENT


These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Trey Desenberg 8466 N. Lockwood Ridge Road
Suite 300
Sarasota, Florida 34243

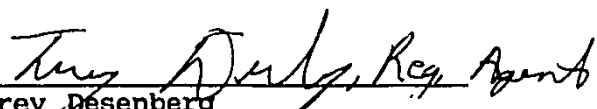
The undersigned has executed these Articles this 15TH day
of APRIL, 1997.


Trey Desenberg

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for DIAMOND-BAR, INC. at the place designated in the Articles, 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 I am familiar with and accept the obligations of my position as Registered Agent.

4-15-97
Date


Trey Desenberg
Registered Agent

(DSD:gkm\8221-1\Diamond-Bar Articles.)