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ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS
JOHN C. PRIMEAU
WILLIAM C. STALIONS

*ALSO ADMITTED IN NEW YORK
*BOARD CERTIFIED REAL ESTATE

June 25, 1997

Office of Secretary of State
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-06/27/97--01051--005
*****70.00 *****70.00

Re: *Collage Diamonds, Inc.*
Our File No: 050665.1

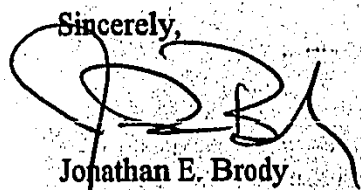
To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporation.

Also, enclosed is a check in the amount of \$70.00 representing the filing fee for the enclosed documents. Please forward a filing receipt to our office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Sincerely,



Jonathan E. Brody

JEB/ldp

Enclosures

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97 JUN 27 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/27/97

**ARTICLES OF INCORPORATION OF
COLLAGE DIAMONDS, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporations Act.

Article I: Name

The name of the corporation shall be Collage Diamonds, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 169 East Flagler Street, Alfred I. DuPont Building, Suite 1014, Miami, Florida 33131.

Article III: Shares

This corporation is authorized to issue a total of 1,000,000 shares of stock.

Article IV: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Jeffrey S. Elliott
169 East Flagler Street
Alfred I. DuPont Building
Suite 1014
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

Article V: Incorporator

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

Jeffrey S. Elliott
169 East Flagler Street
Alfred I. DuPont Building
Suite 1014
Miami, Florida 33131

The undersigned incorporator has executed these Articles of Incorporation this 18th day of June, 1997.


JEFFREY S. ELLIOTT

**CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE OF
COLLAGE DIAMONDS, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, COLLAGE DIAMONDS, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name and address of the registered agent and office for the corporation is:

Jeffrey S. Elliott
169 East Flagler Street
Alfred I. DuPont Building
Suite 1014
Miami, Florida 33131

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for COLLAGE DIAMONDS, INC., 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 I am familiar with and accept the obligations of my position as registered agent.

Dated this 18th day of June, 1997.

BY: _____


JEFFREY S. ELLIOTT

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TALLAHASSEE, FLORIDA