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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: JAMAX DIAMONDS, INC.

AUDIT NUMBER.....H97000014824

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

CERT. OF STATUS..0 PAGES..... 5

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ARTICLES OF INCORPORATION
OF

JAMAX DIAMONDS, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

JAMAX DIAMONDS, INC.

ARTICLE II

The general nature of the business to be transacted shall be purchasing, selling of diamonds and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

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GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at: MAX MIZRACHI President
10641 NW 18TH DRIVE
PLANTATION, FL 33322

Residing at: JACOB KAZIEV Vice-President
~~10641 NW 18TH DRIVE~~ 7441 Wayne Ave #3L
~~PLANTATION, FL 33322~~ Miami Beach, FL 33147

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be ~~MAX MIZRACHI~~ ^{KAREN MIZRACHI} and the registered agent's office of this corporation shall be 1 N. E. 1st Street, Ste. B-2, Miami, FL 33132.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation 1 N. E. 1st Street, Ste. B-2, Miami, FL 33132, branch offices may be maintained at such places in the State of Florida and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

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ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

| NAME | ADDRESS | NO. OF SHARES |
|--------------|---|---------------|
| MAX MIZRACHI | 10641 NW 18TH DRIVE PLANTATION, FL 33322 | 500 |
| JACOB KAZIEV | 10641 NW 18TH DRIVE PLANTATION, FL 33322 | 500 |

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 5th day of September, 1997.

SWORN TO AND SUBSCRIBED before me on this 5th day of September, 1997.

Max Mizrachi

 MAX MIZRACHI, PRESIDENT (SEAL)

Jacob Kaziev

 JACOB KAZIEV, VICE-PRESIDENT (SEAL)

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MAX MIZRACHI and JACOB KAZIEV, known to be the person who executed the foregoing Certificate of Incorporation of JAMAX DIAMONDS, INC., and they acknowledged before me that they have

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executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by JAMAX DIAMONDS, INC., who produced identification.

SWORN TO AND SUBSCRIBED before me on this 5th day of September, 1997.


Notary Public, State of Florida

MY COMMISSION EXPIRES:

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

Karen 
~~MAX MIZRACHI~~

Prepared by:

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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