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LAW PRACTICE OF J.B. GROSSMAN, P.A.
ATTORNEYS AT LAW
2300 EAST LAS OLAS BOULEVARD
FOURTH FLOOR
FORT LAUDERDALE, FL 33301

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NEW FILINGS	
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AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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CORPORATIONS
97 OCT 16 AM 9:23

8/10/17/97

ARTICLES OF INCORPORATION
OF
DIAMOND EXCLUSIVE INC.

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DIVISION OF CORPORATIONS
97 OCT 16 AM 9:23

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

ARTICLE I

The name of the corporation shall be Diamond Exclusive INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of four (4) directors whose name and addresses are as follows:

Jacques Villeneuve
2699 Collins Avenue
Suite 151
Miami Beach, Florida 33140

Richard Seguin
41 Delorimier
Hull, Quebec J8Y3E1

Dr. Dorte Jessen
SCHRA CH 7220
Schiras, Switzerland

Henry Hasenfeld
c/o Jacques Villeneuve
2699 Collins Avenue
Suite 151
Miami Beach, Florida 33140

ARTICLE X

The initial registered agent of the corporation is Jacques Villeneuve. The street address of the corporation's initial registered office is 2699 Collins Avenue, Suite 151, Miami Beach, Florida, 33140.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 2699 Collins Avenue, Suite 151, Miami Beach, Florida 33140.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Lilianne Lazzell, Paralegal for The Law Practice of J.B. Grossman, P.A., 2300 East Las Olas Boulevard, Fouth Floor, Fort Lauderdale, Florida 33301.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 1997.


Lilianne Lazzell, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is DIAMOND EXCLUSIVE INC.

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

Jacques Villeneuve
2699 Collins Avenue
Suite 151
Miami Beach, Florida 33140

Lillian Russell 10/8/97
Incorporator / date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Jacques Villeneuve
Jacques Villeneuve

date: 10/9/97