ACCOUNT NO.: 072100000032

REFERENCE: 592629 7135499

COST LIMIT : \$ 70.00

ORDER DATE: November 6, 1997

ORDER TIME : 9:15 AM

CORPORATION

ORDER NO. : 592629-005

CUSTOMER NO: 7135499

600002344066--6

CUSTOMER: Arthur E. Upton, Esq

ARTHUR E. UPTON, P.C.

1339 Royal Palm Way

Boca Raton, FL 33432-7539

DOMESTIC FILING

NAME: THE DIAMOND CARTEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

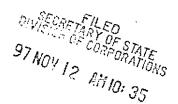
_ CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

THE DIAMOND CARTEL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE DIAMOND CARTEL, INC.

The address of the principal office of this corporation shall be c/o Arthur E. Upton 1339 Royal Palm Way, Boca Raton, Florida 33432-7539 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be c/o Arthur E. Upton 1339 Royal Palm Way, Boca Raton, Florida 33432-7539, and the name of the initial registered agent of the corporation at that address is Arthur E. Upton, P.C.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

> Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

The undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1997.

Deliorah De Skipper

Incorporator

SMS

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By

rthur E. Upton, A

Date: 11-10-97