

P97000098990



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 110301 4384197

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ ~~35.00~~ 70.00

ORDER DATE : January 25, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 110301-010

600002753476--1

CUSTOMER NO: 4384197

CUSTOMER: Ms. Lynne Nowell  
Duane Morris & Heckscher Llp  
200 South Biscayne Blvd.  
Ste 3410  
Miami, FL 33131

ARTICLES OF MERGER

COLUMBIA DIAMOND RING  
COMPANY, INC.

INTO

AURAFIN KURGAN, INC.

RECEIVED  
99 JAN 25 AM 11:58  
DIVISION OF CORPORATION

FILED  
99 JAN 25 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
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CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*Jee 4/25*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

COLUMBIA DIAMOND RING COMPANY, INC., a New York corporation

INTO

**AURAFIN KURGAN, INC.**, a Florida corporation, P97000098990.

File date: January 25, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**COLUMBIA DIAMOND RING COMPANY, INC.**  
**INTO**  
**AURAFIN KURGAN, INC.**

FILED  
99 JAN 25 PM 4: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Columbia Diamond Ring Company, Inc. into Aurafin Kurgan, Inc. (the "Merger").

A. The Plan of Merger is as follows:

1. The name of each corporation to be merged is Columbia Diamond Ring Company, Inc., a New York corporation ("Columbia"), and Aurafin Kurgan, Inc., a Florida corporation ("AKI"). The name of the surviving corporation is Aurafin Kurgan, Inc.
2. At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of the common and preferred stock of Columbia, par value \$1.00 per share ("Columbia Stock"), shall cease to exist and certificates representing such shares shall be surrendered and canceled.
3. At the Effective Time, each share of the capital stock of AKI that was issued and outstanding immediately prior to the Effective Time shall not be converted or exchanged by reason of the Merger, but shall continue to represent the outstanding capital stock of the surviving corporation.
4. The Articles of Incorporation of AKI in effect immediately prior to the Effective Time shall, from and after the Effective Time, be and continue to be the Articles of Incorporation of AKI, until amended or changed as provided by law.

B. The Effective Time of the Merger shall be upon the filing of these Articles of Merger with the Florida Secretary of State.

C. The Plan of Merger was approved by the sole shareholder of Columbia on December 31, 1998. The Plan of Merger was approved by the sole shareholder of AKI on December 31, 1998.

Dated: January \_\_\_\_, 1999.

COLUMBIA DIAMOND RING COMPANY,  
INC., a New York corporation

AURAFIN KURGAN, INC., a Florida  
corporation

By: Steven L. Hansen  
Steven L. Hansen, Vice President

By: Steven L. Hansen  
Steven L. Hansen, Vice President

MIA3581.1