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Simon, Green & Associates, Inc.
Certified Public Accountants

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Jacksonville, Florida 32256
(904) 443-6346

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

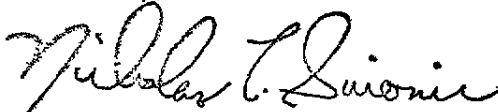
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*****70.00 *****70.00

SUBJECT: DIAMOND MANAGEMENT & FINANCIAL SERVICES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the expedient processing of these Articles of Incorporation.

Cordially,



Nicholas T. Simon
Certified Public Accountant

NTS/gs
enclosures

FILED
98 JAN -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
DIAMOND MANAGEMENT & FINANCIAL SERVICES, INC.

FILED
98 JAN -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I, NAME

The name of the Corporation shall be:

DIAMOND MANAGEMENT & FINANCIAL SERVICES, INC.

ARTICLE II, PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be:

**615-D SIMMONS TRAIL
GREEN COVE SPRINGS, FL 32043**

ARTICLE III, 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, particularly the activity of business management and financial services.

ARTICLE IV, CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value.

ARTICLE V, REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

FRANK E. ZECHER
615-D SIMMONS TRAIL
GREEN COVE SPRINGS, FL 32043

ARTICLE VI, TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII, PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII, DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the stockholder until such time directors are designated as provided by the Bylaws.

ARTICLE IV, INCORPORATOR

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

FRANK E. ZECHER
615-D SIMMONS TRAIL
GREEN COVE SPRINGS, FL 32043

The undersigned incorporator has executed these Articles of Incorporation of this 30th day of December, 1997.


FRANK E. ZECHER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

DIAMOND MANAGEMENT & FINANCIAL SERVICES, INC.

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

**FRANK E. ZECHER
615-D SIMMONS TRAIL
GREEN COVE SPRINGS, FL 32043**

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 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.

Signature Frank E. Zecher
Date December 30, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA