

P98.000088/53

PAUL M. BLOOMGARDEN, P.A. FILED
SUITE 100A

8551 WEST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR

98 OCT 15 AM 10:49

SECRETARY OF STATE (954) 370-2222
TALLAHASSEE, FLORIDA FAX (954) 370-2211

October 13, 1998

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Diamonds and Gold By Michael II, Inc.

Gentlemen:

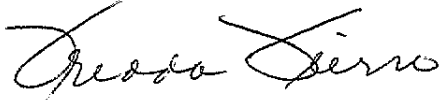
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation together with a Consent from Diamonds and Gold By Michael, Inc. In addition, a check in the sum of \$78.75 is enclosed which represents the following:

| | |
|----------------------|-----------------|
| Filing fee | \$ 35.00 |
| Certified copy | \$ 8.75 |
| Registered agent fee | <u>\$ 35.00</u> |
| Total | \$ 78.75 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Fredda Fierro, Secretary to
Paul M. Bloomgarden

PMB:ff

Enc.

cc: Mr. Samosky

ltr\98-2065

P. Hall

OCT 15 1998



ARTICLES OF INCORPORATION
OF
DIAMONDS AND GOLD BY MICHAEL II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Diamonds And Gold By Michael II, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

- A. To buy, sell, and deal in all kinds of jewelry.
- B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Pine Island Commons, Suite 208, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

c/o Paul M. Bloomgarden, P.A.
8551 W. Sunrise Blvd., Suite 208
Ft. Lauderdale, FL 33322

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Michael J. Samosky
17551 S. W. 12 Street
Pembroke Pines, FL 33029

and

Mercedes V. Samosky
17551 S. W. 12 Street
Pembroke Pines, FL 33029

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Michael J. Samosky
17551 S. W. 12 Street
Pembroke Pines, FL 33029

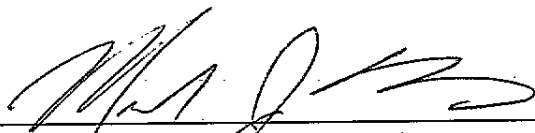
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

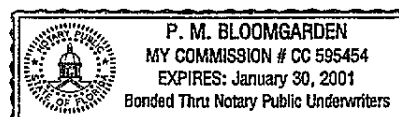
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 12th day of October, 1998.


MICHAEL J. SAMOSKY, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12th day of October, 1998 by MICHAEL J. SAMOSKY who is personally known to me or who has produced his Florida drivers license as identification and who did take an oath.


Notary Public



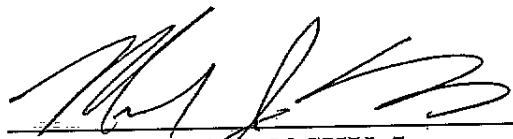
DESIGNATION OF REGISTERED AGENT

FOR

DIAMONDS AND GOLD BY MICHAEL II, INC.

In compliance with Section 48.091, Florida Statutes, DIAMONDS AND GOLD BY MICHAEL II, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Pine Island Commons, Suite 208, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: October 12, 1998



MICHAEL J. SAMOSKY, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 12, 1998



PAUL M. BLOOMGARDEN, Registered Agent

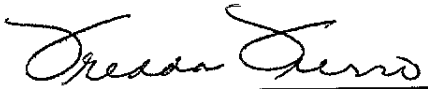

To: SECRETARY OF STATE
STATE OF FLORIDA

The undersigned, a corporation duly organized and existing under the laws of the State of Florida, does hereby grant permission and approve the filing of Articles of Incorporation for the following named corporation: DIAMONDS AND GOLD BY MICHAEL II, INC.

We understand that this approval is necessary due to the similarity of the names.

DATED: October 12, 1998

Signed, Sealed and Delivered
in the Presence of:



DIAMONDS AND GOLD BY MICHAEL INC.

BY: 
MICHAEL J. SAMOSKY, President

ATTEST: 
MICHAEL J. SAMOSKY, Secretary

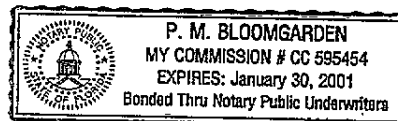
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, MICHAEL J. SAMOSKY as President of Diamonds and Gold By Michael, Inc., a Florida corporation, and he acknowledged before me that he executed said instrument as such officer for the foregoing purposes.

WITNESS my hand and seal this 12th day of October, 1998


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA