

P98000092195

TRANSMITTAL LETTER

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

900002675569--5
-10/29/98--01047--004
****122.50 *****78.75

SUBJECT: GOLD DIAMONDS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

| | | | |
|--|---|--|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate | <input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy | <input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate |
|--|---|--|---|

FROM: PETER SOLOMON
Name (Printed or typed)

17900 N. BAY ROAD SUITE 507
Address

SUNNY ISLES, FL 33160
City, State & Zip

305-937-0138
Daytime Telephone number

FILED
98 OCT 29 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

CB
10-29-98
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ARTICLES OF INCORPORATION

OF

GOLD DIAMONDS INC.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. NAME: The name of the Corporation shall be:

GOLD DIAMONDS, INC.

II. PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

17900 N BAY ROAD SUITE 507
Sunny Isles, FL 33160

III. SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 SHARES

IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

PETER SOLOMON
17900 N BAY ROAD SUITE 507
Sunny Isles, FL 33160

V. INCORPORATORS:


The name(s) and street address of the incorporator to these

Articles of Incorporation is:

PETER SOLOMON
17900 N BAY ROAD SUITE 507
Sunny Isles, FL 33160

YARON LANDAU
1115 LIDFLOWER STREET
HOLLYWOOD, FL 33019

The undersigned incorporator has executed these Articles of
Incorporation this _ _ day of October, 1998.


Signature

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:

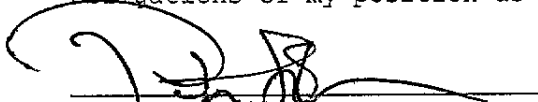
GOLDDIAMONDS, INC.

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

PETER SOLOMON
17900 N BAY ROAD SUITE 507
Sunny Isles, FL 33160

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

10/27/98
Date