

P99000072687

TRANSMITTAL LETTER

Date: July 8, 1999

Department of State  
Division of Corporations  
409 E. Gains St.  
Tallahassee, Fl. 32399  
(805)487-6052

APPROVED  
AND  
FILED  
99 AUG 16 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: *Diamond Financial Services, Inc.***

Enclosed are two copies and one original copy of the Articles of Amendment to the Articles of Incorporation of ***Diamond Financial Services, Inc.***

Money Order for **\$87.50** is enclosed. These Money Order represents payment for the following:

**Filing Fee, Certified Copy & Certificate of Status**

From: Roger E. Glover  
18840 US Hwy 19 N.  
Suite, 405  
Clearwater, Fl. 33764  
(727)535-8888

***Please return by return envelope enclosed.***

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-08/16/99--01012--010  
\*\*\*\*\*350.00 \*\*\*\*\*87.50

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99 AUG 16 AM 9:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

8/16

**ARTICLES OF INCORPORATION  
OF  
DIAMOND FINANCIAL SERVICES, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, do(es) hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is: **DIAMOND FINANCIAL SERVICES, INC.**

**ARTICLE II**

This Corporation shall have perpetual existence. The date and time of the commencement of corporate existence is the date of filing these articles with the Secretary of State.

**ARTICLE III**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

The total authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar(s) each, amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

**ARTICLE V**

Every shareholder, upon the sale for cash of any stock of this Corporation of the same kind, class or series as that which they already holds, shall have the right to purchase their 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**

The street address of the initial principal office of this Corporation is 1568 AMBROSIA DR., CLEARWATER, FL 33764, and the name of the initial registered agent of this Corporation is *RON EVANS* whose street address is 1568 AMBROSIA DR., CLEARWATER, FL 33764.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## **ARTICLE VII**

This Corporation shall have ONE (1) director(s) 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 director(s) of the Corporation is:

RON EVANS

1568 AMBROSIA DR.,  
CLEARWATER, FL 33764

## **ARTICLE III**

The name and address of the person(s) signing these articles is:

RON EVANS

1568 AMBROSIA DR.,  
CLEARWATER, FL 33764

## **ARTICLE IX**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE X**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the shareholders or to this Corporation. The price and terms at which and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

## **ARTICLE XI**

The approval of the Shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE XII**

Dividends may be paid to Shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

## **ARTICLE XIII**

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

#### ARTICLE XIV

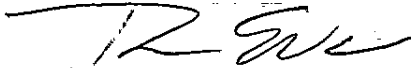
The Directors of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors.

1. Dissolution or merger of the Corporation, or
2. Sale of the Corporate assets.

#### ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of those Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7<sup>TH</sup> day of July, 1999.

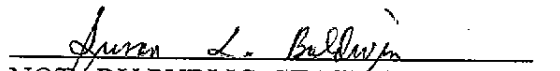


RON EVANS

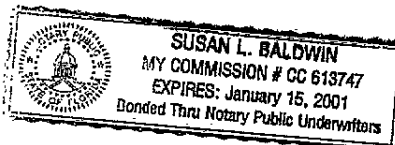
#### STATE OF FLORIDA COUNTY OF

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County, set forth above, personally appeared, RON EVANS, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of July, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**ACCEPTANCE**  
**of**  
**DIAMOND FINANCIAL SERVICES, INC.**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
\_\_\_\_\_  
Ron Evans

Date: 7-9-99

APPROVED  
AND  
FILED  
29 AUG 16 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BANK RESOLUTION  
OF  
DIAMOND FINANCIAL SERVICES, INC.**

I HEREBY CERTIFY TO First Union Bank that a meeting of the Board of Directors of **INVESTORS DIAMOND FINANCIAL SERVICES, INC.**, a corporation organized under the laws of the state of Florida duly called (a quorum being present) and held at the office of said corporation, No. 1568 Ambrosia Dr., Clearwater, Florida 33764., in the city of Clearwater, State of Florida, on 7th day of June, 1999, the following resolutions were duly adopted and are now in full force and effect:

RESOLVED, that the above bank be designated as a depository of this corporation and that funds of this corporation deposited in said Bank be subject to withdrawal upon checks, notes, drafts, bills of exchange, acceptances, undertakings of other orders for the payment of money when signed on behalf of this corporation by any of Three (3) of its following officers to wit:

RESOLVED, that the above bank, is hereby authorized to pay any such orders and also to receive the same for credit of or in payment from the payee or any other holder without inquiry as to the officer or tendered in payment of this individual obligation.

RESOLVED, that *Ron Evans, Roger Glover & Alexis Griffin* be and they hereby are authorized to borrow from time to time on behalf of this corporation from the above bank sums of money for such period or periods of time, and upon such terms, rates of interest and amounts as may to them in their discretion seem advisable, and to execute notes or agreements in the forms required by said Bank in the name of the corporation for the payment of any sums so borrowed.

That said officers are hereby authorized to pledge or mortgage any of the bonds, stocks or other securities, bills receivable, warehouse receipts or other property real or personal of the corporation, for the purpose of securing the payment of any moneys so borrowed; to endorse said securities and/or to issue the necessary powers of attorney and to execute loan, pledge or liability agreements in the forms required by the said bank in connection with the same.

That said officers are hereby authorized to discount with the above bank any bills receivable held by this corporation upon such terms as they may deem proper.

That the foregoing powers and authority will continue until written notice of revocation has been delivered to the above bank.

RESOLVED, that the secretary of this corporation be and he or she hereby is authorized to certify to the above bank, the foregoing resolutions and that the provisions therefor are in conformity with the charter and by-laws of this corporation.

I FURTHER CERTIFY that there is no provision in the charter or by-laws of said corporation limiting the power of the board of directors to pass the forgoing resolutions and that the same are in conformity with the provisions of said charter and by-laws.

I further certify that the following are the genuine signatures of the persons now holding office in said company as indicated opposite their respective signatures.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SEC.

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A  
FLORIDA CORPORATION**

Pursuant to the provisions of FS 607.0501, 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 FINANCIAL SERVICES, INC.***
2. The name of the registered agent is: *Ron Evans*
3. The address of the registered agent/registered office is:

**1568 Ambrosia Dr.  
Clearwater, Fl. 33764**