



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

CMKM DIAMONDS, INC.

File Number: [Entity not of Record, Filing Number Not Available]

Converting it to

CMKM DIAMONDS, INC.

File Number: 800809052

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 04/30/2007

Effective: 04/30/2007



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams  
Secretary of State

**CERTIFICATE OF CONVERSION  
OF A  
NON-CODE ORGANIZATION  
TO A  
DOMESTIC ENTITY**

**FILED**  
In the Office of the  
Secretary of State of Texas

APR 30 2007

**Corporations Section**

**CONVERTING ENTITY INFORMATION**

The name of the converting entity is CMKM DIAMONDS, INC., a Nevada Corporation.

The jurisdiction of formation of the Converting Entity is Nevada.

The date of formation of the Converting Entity is April 18, 2002.

The Converting Entity does not have a file number issued by the Texas Secretary of State.

**PLAN OF CONVERSION**

The Converting Entity named above is converting to a Domestic Entity as a Texas Corporation. The name of the Converted Entity is CMKM DIAMONDS, INC., a Texas Corporation.

The Converted Entity will be formed under the laws of the State of Texas.

Instead of attaching the Plan of Conversion, the Converting Entity certifies to the following statements:

A signed Plan of Conversion is on file at the principal place of business of the Converting Entity. The address of the principal place of business of the Converting Entity is Suite 170, 1645 Village Center Circle, Las Vegas, Nevada 89134.

A signed Plan of Conversion will be on file after the conversion at the principal place of business of the Converted Entity. The address of the principal place of business of the Converted Entity is 615 S. Broadway, Second Floor, Tyler Texas, USA, 75701.

A copy of the Plan of Conversion will be furnished on written request without cost by the Converting Entity before the conversion, or by the Converted Entity after the conversion, to any owner or member of the Converting or Converted Entity.

## APPROVAL OF THE PLAN OF CONVERSION

The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity.

## CONVERTED ENTITY

Executed duplicate originals of the Certificate of Formation of CMKM DIAMONDS, INC., the Converted Entity, are attached as Exhibit A to this Certificate of Conversion.

## EFFECTIVENESS OF FILING

This document becomes effective when the document is accepted and filed by the Secretary of State.

## TAX CERTIFICATE


In lieu of providing the tax certificate, the Converted Entity, as the Converted Entity, is liable for the payment of any franchise taxes.

## EXECUTION

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: April 23, 2007

CMKM DIAMONDS, INC., a Nevada Corporation

By:   
KEVIN WEST, President and Director