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F98000002269

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Walth Omega, Inc

300002495093--0  
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Thanks, Melanie

**APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the State of Florida:

1. The name of the Corporation is:

**WATCH OMEGA, INC.**

2. State or country under the law of which it is incorporated: Delaware

3. FEI number: 06-1502045

4. Date of incorporation: December 22, 1997

5. Duration (year corporation will cease to exist or "perpetual"): Perpetual

6. Date first transacted business in Florida (see Sections 607.1501, 607.1502 and 817.155, F.S.): Upon Qualification

7. Current mailing address:

c/o General Electric Capital Corporation  
292 Long Ridge Road  
Stamford, CT 06927

8. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

9. Name and street address of Florida Registered Agent:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

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10. Registered Agent's acceptance:

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

CT CORPORATION SYSTEM

By: Connie Bryan  
Connie Bryan, Special Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kelly Van Meter  
c/o General Electric Capital Corporation  
292 Long Ridge Road  
Stamford, CT 06927


B. OFFICERS

President: Ray Giordano  
Address: c/o General Electric Capital Corporation  
292 Long Ridge Road  
Stamford, CT 06927

Secretary: William Robbe  
Address: c/o General Electric Capital Corporation  
292 Long Ridge Road  
Stamford, CT 06927

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13. Signature of Chairman, Vice Chairman, or any officer listed in Number 12 of the application:

  
Name: Ray Giordano  
Title: President

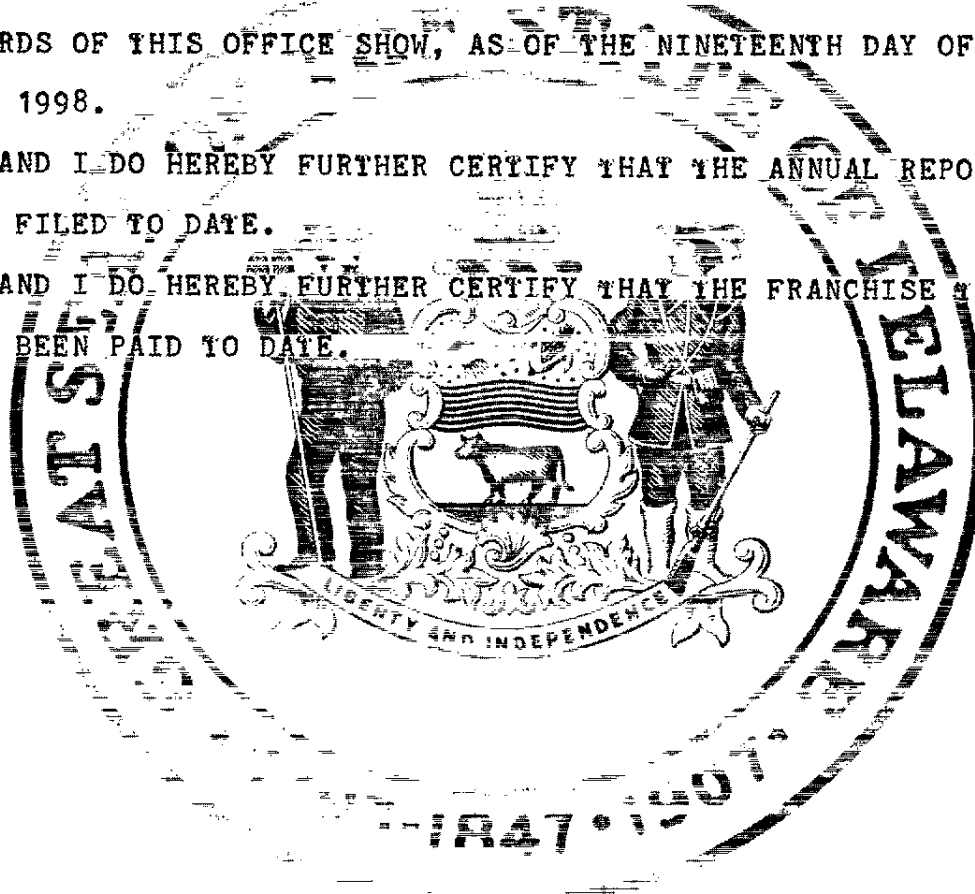
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAYCH OMEGA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8981411

DATE: 03-19-98