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Charter Number Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/18/00. Nanay

Comprehensive Business Service

Requestor's Name

8181 N.W. 36 Street #18

Address

Miami, FL 33166

City

State

ZIP

Phone

(305) 594-2637

VALIDATION ONLY

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

CORPORATION(S) NAME

General Watch Company LTD, Inc.

- | | | |
|---|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | <input type="checkbox"/> Mail Out |

Name
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Cert Copy

LTD
23017
W 2439
TH 9/25/00



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 20, 2000

EMPIRE

MIAMI, FL

SUBJECT: GENERAL WATCH COMPANY LTD. INC.
Ref. Number: W00000023017

We have received your document for GENERAL WATCH COMPANY LTD. INC.. However, the document has not been filed and is being returned for the following:

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 800A00049697

RECEIVED
00 SEP 25 AM 9:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GENERAL WATCH COMPANY . . . , INC.

FILED
00 SEP 25 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is GENERAL WATCH COMPANY . . . , INC.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any

securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

14821 S.W. 178 Terrace
Miami, FL 33187

The name of the registered agent of such address is:

Oscar Valdes

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

14821 S.W. 178 Terrace
Miami, FL 33187

ARTICLE VIII

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Ivo Claude Grenacher
#6, Place des Eaux-Vives
1207 - Geneva, Switzerland

Oscar C. Valdes
14821 S.W. 178 Terrace
- Miami, FL 33187

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Ivo Claude Grenacher #6, Place des Eaux-Vives 1207 Geneva, Switzerland	President and Treasurer
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Oscar C. Valdes 14821 S.W. 178 Terrace Miami, FL 33187	Vice-President and Secretary
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ARTICLE XI

The name and address of the incorporator of this Corporation is:

Oscar C. Valdes
14821 S.W. 178 Terrace
Miami, FL 33187

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Ivo Claude Grenacher #6, Place des Eaux-Vives 1207 - Geneva, Switzerland	98 Shares, 98%
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Oscar C. Valdes 14821 S.W. 178 Terrace Miami, FL 33187	2 Shares, 2%
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ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 12 day of Sept, 2000.

Signature: _____


OSCAR C. VALDES

FILED

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: GENERAL WATCH COMPANY , INC.
2. The name and address of the registered agent are:

Oscar Valdes
14821 S.W. 178 Terrace
Miami, FL 33187

SIGNATURE: 

TITLE: V President

DATE: 9-12-00

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.

SIGNATURE: 

DATE: 9-12-00