P980000076517

EXQUISITE TIMEPIECES, INC.
27220 RIVER ROYALE_COURT
BONITA PRINGS, FLORIDA 34135

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation for **EXQUISITE TIMEPIECES, INC.**

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-08/31/98--01101--008
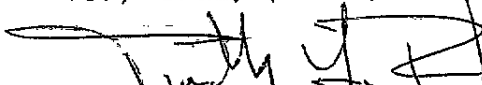****122.50 ****122.50

Dear Sirs:

    I enclose the original of the Articles of Incorporation for **EXQUISITE TIMEPIECES, INC.** Further enclosed is my check in the amount of $122.50 payable to the Florida Department of State.

    Please file the original of the Articles and return your receipt and Certified Copy.

    If you have any further questions or require additional information, please do not hesitate to contact me.

    Thank you for your assistance in this matter.

                    Very truly yours,

                    TIMOTHY L. RICHARDSON, PRESIDENT

TLR/cl

Enclosures

Fees as follow:
    Certified Copy
    Filing Fee for Articles
    Registered Agent

ARTICLES OF INCORPORATION
OF

EXQUISITE TIMEPIECES, INC.

The undersigned, for the purposes of forming a Corporation under Section 607.164 of the Florida General Corporation Act, do hereby certify as follows:

ARTICLE I
Corporate Name and Address

The name of the corporation is EXQUISITE TIMEPIECES, INC. and the street address of the Corporation is:

27220 RIVER ROYALE COURT
BONITA SPRINGS, FLORIDA 34135

ARTICLE II
Corporate Purposes

The Corporation is organized to function as sale of time pieces and any related business services and to otherwise engage in any activity or business permitted under the laws of the United States of America and in the state of Florida.

ARTICLE III
Authorized Stock

The aggregate number of shares of the Corporation shall be 50,000, of which 1000 are to be issued as voting common stock with a par value of $1.00.

ARTICLE IV
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the state of Florida shall be:

27220 RIVER ROYALE COURT
BONITA SPRINGS, FLORIDA 34135

The name of the initial registered agent of the corporation at the registered office shall be: TIMOTHY L. RICHARDSON

ARTICLE V
Initial Board of Directors

The initial board of Directors of the Corporation shall be comprised of one person. The name and address of the initial Directors are as follows:

NAME   **ADDRESS**

TIMOTHY L. RICHARDSON   27220 RIVER ROYALE COURT
                               BONITA SPRINGS, FLORIDA 34135

ARTICLE VI
Incorporator

The name and address of the Incorporator of the Corporation is:

TIMOTHY L. RICHARDSON
27220 RIVER ROYALE COURT
BONITA SPRINGS, FLORIDA 34135

ARTICLE VII
Commencement of Existence

The Corporation shall be deemed to commence on the _1ST_ day of _September_, 1998.

ARTICLE VIII
Duration

The term of existence of the Corporation is perpetual.
IN WITNESS WHEREOF, the undersigned, as Incorporator has
executed the foregoing Articles of Incorporation this _15th_
day of _AUGUST_, **1998.**

TIMOTHY L. RICHARDSON
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared, **TIMOTHY L. RICHARDSON**,
personally known to be the person described as Incorporator and
who executed the foregoing Articles of Incorporation and
acknowledged before me that he subscribed to these Articles of
Incorporation this _15th_ day of _AUGUST_, **1998.**

Notary Public, HELEN WATSON
My Commission Expires: 8-13-2001

ACCEPTANCE OF REGISTERED AGENT

FOR

EXQUISITE TIMEPIECES, INC.

   I, **TIMOTHY L. RICHARDSON**, having signed the within as registered agent of **EXQUISITE TIMEPIECES, INC.** (the Corporation) at the registered address of **27220 RIVER ROYALE COURT, BONITA SPRINGS, FLORIDA 34135** do hereby agree as the registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, **TIMOTHY L. RICHARDSON,** and that of any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

TIMOTHY L. RICHARDSON
Registered Agent