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Charles D. Watkins Watches-USA, LLC. 1155 Brickeil Bay Drive Suite 410 Miami, FL 33131 Office – (786) 425-9495 Fax – (786) 425-9509

November 7, 2001

11/8

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Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314



Re: Registration of Watches-USA as a Limited Liability Company

To Whom It May Concern:

Enclosed please find the Articles of Organization filed on behalf of the above referenced company. Also enclosed is a check for the filing fees in the amount of one hundred and twenty-five dollars (\$125.00).

Should you have any questions please do not hesitate to call me.

Sincerely,

Charles D. Watkins

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ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Watches-USA, LLC.

ARTICLE II - Address:

The mailing and street address of the principal office of the Limited Liability Company is:

1155 Brickell Bay Drive, Suite 410 Miami, Florida 33131

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and Florida street address of the registered agent are:

Charles D. Watkins 1155 Brickell Bay Drive, Suite 410 Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE IV – Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

Signature of member or authorized representative of member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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