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Division of Corporations
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LIMITED LIABILITY COMPANY

1-888-WATCHES, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
1-888-WATCHES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be 1-888-WATCHES, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be Suffolk M No. 204, 901 S.W. 141st Avenue, Pembroke Pines, Florida 33027.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Stewart A. Merkin Esq., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

FILED BY: STEWART A. MERKIN, ESQ.
FBN: 153444
444 BRICKELL AVENUE, SUITE 300
MIAMI, FL 33131 / TEL. 305-358-5800

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

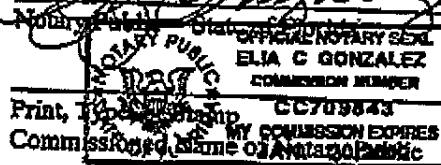
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Robert Lang, Suffolk M No. 204, 901 S.W. 141st Avenue, Pembroke Pines, Florida 33027.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami-Dade County, Florida, on this 22 day of December, 1998.


STEWART A. MERKIN, ESQ.
Organizer

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to (or affirmed) and subscribed before me this 22 day of December, 1998 by Stewart A. Merkin.



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Type of Identification Produced

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of 1-888-WATCHES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Stewart A. Merkin
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 1-888-WATCHES, L.L.C.,
deposes and says:

1. The total amount of cash contributed by the member(s)
is \$10,000.
2. The total amount of cash or property anticipated to be
contributed by members(s) is \$300,000.

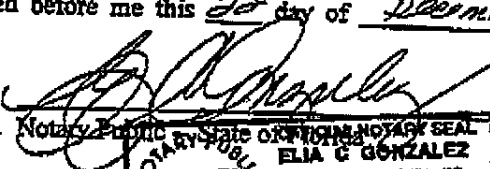
THE AFFIANT SAYS NOTHING FURTHER

Dated: 12-22-98


STEWART A. MERKIN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to (or affirmed) and subscribed before me this 22 day of December 1998 by
STEWART A MERKIN.


Notary Public State of Florida
ELIA C GONZALEZ
COMMISSION NUMBER
CC702843
Print, Type, and Sign My Commission Expires
JAN 20 2002
Commissioned State of Florida Notary Public

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