

P00000061937

Swiss Watch Group, Inc.
10121 S.W. 4th Street
Miami, FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 2:17

June 10, 2000

Secretary of State
Department of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

RE: Swiss Watch Group, Inc.

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-06/14/00--01110--020
****122.50 *****78.75

Gentlemen:

Please find an original and one copy of the Articles of Incorporation of this proposed corporation, together with the Resident Agent form.

The duplicate copy has been subscribed and acknowledged by us in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it, and return to me.

I am enclosing a check for \$122.50 to cover the cost of the filing fee, certified copy of the certificate and charter tax, and the Resident Agent fee.

Thank you very much for your cooperation in this matter.

Very truly yours,

Marilyn C. Puerto

192-524
W00-15629

6/26/00



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 26 PM 2:17

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2000

SWISS WATCH GROUP, INC.
10121 S.W. 4TH STREET
MIAMI, FL 33174

SUBJECT: SWISS WATCH GROUP, INC.
Ref. Number: W00000015629

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

Please list the street address of each officer/director.

YOU MUST LIST THE COMPLETE BUSINESS STREET ADDRESS FOR THE INCORPORATORS.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 100A00034951

ARTICLES OF INCORPORATION

OF

SWISS WATCH GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I, the undersigned, hereby associate myself for the purpose of becoming incorporated under the laws of the State of Florida, and do hereby adopt the following:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation shall be:

SWISS WATCH GROUP, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. Watch and jewelry repair; and to custom make special jewelry orders.

B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by capitalists financiers, contractors and builders, insurance brokers and agents, loan brokers and agents, real estate agents, brokers dealers, subdividers, promoters, and security brokers and agents; to lend and advance money or give credit to such persons, or firms, and on such terms as may seem expedient, but nothing herein contained shall be construed to give this corporation banking powers.

C. A general real estate agency and brokerage business, to act as agent, broker or attorney in fact for any persons or corporations in buying, selling and dealing in real property and any and every state and interest therein, and chooses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceeding and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust or real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities to purchase and hold real property and any and every state and interest therein, and choosers in action secured thereby, judgments resulting therefrom, and other personal property, collateral thereto; to improve, manage operate, sell, mortgage, lease and otherwise dispose of any property so acquired; to loan upon such property and to take mortgages and assignments of mortgages of the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

D. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and classes of buildings and improvements of any kind and nature, whatsoever, including the building, rebuilding, altering, repairing or improvement of houses, factories, buildings, works or erections of every kind and description whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroads or street railways, power plants, and

generally in all classes of buildings, erections, and works, both public and private, or integral parts thereof, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform, and carry out contracts covering the building and contracting business and the work connected therewith.

E. To manufacture, buy, sell, trade, and deal in all and every kind of material product, manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, tone, and other products and materials, including the quarrying of stone, to buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letter patent, process, devices, inventions, trademarks, formulas, goodwill, and other rights; to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein without limit as to the amount; to lend money or bonds secured by mortgage and recall property and to make advances from time to time on bonds secured by mortgage for future advance on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

F. To purchase, acquire, hold, and dispose of stocks, bonds and other obligations including judgments, interest, accounts or debts of any corporation, domestic or foreign, owing or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds, or other obligations including judgments, interest, accounts, or debts of any corporation, domestic or foreign, engaged in a business similar to that of this company, or engages in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, product or property of this company used, or of any

corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefore the stock, bonds, or other obligations of this company.

G. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of buildings or machinery stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

H. To acquire and carry on all or any part of the business or property of the company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm association or company described as aforesaid, possessing of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks and obligations of this company.

I. To purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any other state, or of any territory of the United States, or of any foreign country, and to sell or exchange the same, or upon the distribution of assets or division of profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

J. To borrow or raise money for any purposes of the company, and to secure the same and

interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

K. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority to be first obtained for that purpose, and always subject to the limitations herein prescribed.

L. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

M. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

N. And further, to do so and perform and cause to be done or performed each and all of the acts and things above enumerated, any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given. The said corporation may perform any part of its business outside the State of Florida, in other states or colonies of the United States, and in foreign countries.

ARTICLE III

The maximum number of shares of stock of this corporation shall be Five Hundred (500) shares, the said shares having a par value of One (\$1.00) Dollar each and to be fully paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors thereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of the corporation.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be One Hundred (\$100.00) Dollars.

ARTICLE V

The principal place of business of this corporation shall be 10121 S.W. 4th Street, Miami, Florida 33174. The said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and without the State of Florida, and in foreign countries, as its Board of Directors may authorized.

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors consisting of Two.

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The names and addresses of the officers and First Board of Directors of this corporation, who shall hold office for the first year of its existence, or until their successors are elected and qualified

are as follows:

Marilyn C. Puerto - President/Treasurer
10121 SW 4 st. Miami, FI 33174
Maritza Muñoz - Vice President/Secretary
10121 SW 4st. Miami, FI 33174

ARTICLE IX

The names and addresses of the subscribers to the Certificate of Incorporation and the number of shares of capital stock each agrees to take are as follows:

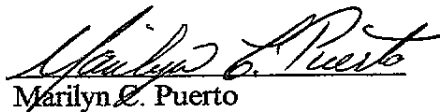
Marilyn C. Puerto - 50 shares \$1.00 par value

Maritza Muñoz - 50 shares \$1.00 par value

proceeds of which will amount to at least One Hundred (\$100.00) Dollars.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hand and seals, this

10th day of June 2000.


Marilyn C. Puerto


Maritza Muñoz

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same freely and voluntarily.

WITNESS my hand and seal this 10th day of June 2000.

Teresa Cruz Bail
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Official Notary Seal
TERESA CRUZ BAIL
Notary Public State of Florida
Commission No.: CC658472
My Commission Expires: June 24, 2001

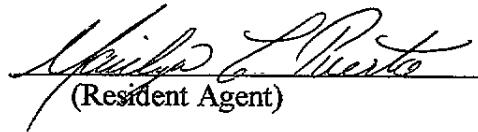
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that **SWISS WATCH GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **MARILYN C. PUERTO**, located at 10121 S.W. 4th Street, Miami, Florida, City of Miami, County of Dade, to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


(Resident Agent)

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