

P000000087622

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000048920 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

WATCH ADVENTURE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 15 PM 12:09

B. McKnight SEP 15 2000

11.1
H00000048920

ARTICLES OF INCORPORATION

OF

WATCH ADVENTURE, INC.

We, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I: IDENTIFICATION

The name of this corporation is WATCH ADVENTURE, INC. The principal place of business is 901 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33134.

ARTICLE II: DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III: PURPOSES

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: AUTHORIZED SHARES

The capital stock of this corporation shall consist of Five Hundred (500) Shares of Common Stock of One (\$1.00) Dollar

Prepared by:
JOAQUIN A. ALEMANY, ESQUIRE
Florida Bar No. 276235
901 Ponce de Leon Boulevard
Suite 305
Coral Gables, Florida 33134
Telephone (305) 442-1755

H00000048920

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 15 PM 12:09

H00000048920

par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be pre-emptive rights granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V: REGISTERED AGENT

The initial registered agent of this corporation and his address are as follows:

JOAQUIN A. ALEMANY
901 Ponce de Leon Boulevard
Suite 305
Coral Gables, Florida 33134

ARTICLE VI: BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) but the By-laws may provide for the increase or decrease in the number thereof, provided that the number of directors shall never be less than one (1).

2. The corporation shall initially have three (3) directors. The names and addresses of the initial directors are as follows:

SUSANA BAGUEAR
Av. Diaz Moreno #103-26
C.C. Graciela, Local 3
Valencia, Venezuela

SUSANA NELIDA BAGUEAR
Av. Diaz Moreno #103-26
C.C. Graciela, Local 3
Valencia, Venezuela

MARTIN HERNAN POMBO BAGUEAR
Av. Diaz Moreno #103-26
C.C. Graciela, Local 3
Valencia, Venezuela

H00000048920

H00000048920

ARTICLE VII: INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation are as follows:

SUNE C.A.
Av. Diaz Morano #103-26
C.C. Graciela, Local 3
Valencia, Venezuela

ARTICLE VIII: ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or

H00000048920

H00000048920

director, and any former officer or director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter and repeal by-laws shall be in the Board of Directors of the corporation or in the stockholders; by-laws adopted by the Board of Directors may be altered or repealed by the stockholders or vice versa, except that the stockholders may prescribe in any by-law made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid this 15 day of September, 2000.

SUNE C.A.

By


SUSANA BAGUER
Vice President

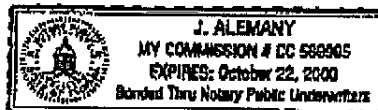
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was executed this 15 day of September, 2000 by SUSANA BAGUER as Vice President of SUNE C.A. on behalf of the corporation, who has produced PASSPORT R. of ARGENTINA 04999384 E as identification.


JOAQUIN A. ALEMANY
Notary Public

H00000048920

SSWP:ARTSCORP.watch



H000000048920

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 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST -- That WATCH ADVENTURE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, has named JOAQUIN A. ALEMANY located at 901 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33134 as its agent to accept service of process within the state.

ACKNOWLEDGMENT

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

By 
Registered Agent

SSWP:REGAGWATCH.JAA

H000000048920

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 15 PM 12:09