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Florida Department of State
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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.

WATCHES 4 LESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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 TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WATCHES 4 LESS INC.

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

WATCHES 4 LESS INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

Laurie Generalli, Esquire
Militana, Militana & Militana, P. A.
8801 Biscayne Boulevard, Suite 101
Miami, Florida 33138
Telephone (305) 758-6691
Florida Bar No. 0101125

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

77 SE 1st Street, Miami, Florida 33131

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

DILSHAD HUSSAIN

ARTICLE VII

The Corporation shall have TWO (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

The names and addresses of the initial directors of this Corporation are:

DILSHAD HUSSAIN	77 SE 1 st Street Miami, Florida 33131
SALIM MOHAMMAD GAGLANI	77 SE 1 st Street Miami, Florida 33131

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

DILSHAD HUSSAIN	77 SE 1 st Street Miami, Florida 33131
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ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

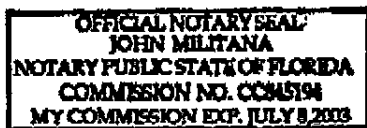
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 8 day of February, 2001.

Dilshad Hussain
DILSHAD HUSSAIN

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DILSHAD HUSSAIN, to me known to be the person who has executed the foregoing Articles of Incorporation and she has acknowledged before me that she has executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 8 day of February, 2001.



[Signature]
Notary Public - State of Florida at Large

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

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

FIRST: WATCHES 4 LESS INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation:

77 SE 1st Street, Miami, Florida 33131

SECOND: The name of the initial Registered Agent of this Corporation is:

DILSHAD HUSSAIN

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 place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of this Act relative to keeping this office.

Dilshad Hussain
DILSHAD HUSSAIN

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