

PO10000036778

TRANSMITTAL LETTER

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

100003963001--6
-04/06/01--01075--023
*****87.50 *****87.50

SUBJECT:

EWATCHING, CORP.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Alix Douyon

Name (Printed or typed)

2806 NW 72 Ave

Address

MIA, FL 33122

City, State & Zip

305 - 986 - 7000

Daytime Telephone number

FILED
01 APR - 6 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]

ARTICLES OF INCORPORATION

- OF -

Ewatching, Corp.

FILED

01 APR -6 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be Ewatching, Corp.

ARTICLE II

DATE

The effective date of the corporation is April 1st, 2001

ARTICLE III

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE IV

LOCATION

The address of the principal office of the corporation in the State of Florida is: 2806 N.W. 72 Avenue, Miami, Florida 33122, although from time to time the principal office may move to another location.

ARTICLE V

PURPOSE

The general nature of the business, objects, and purposes propose to be carried on and transacted, are to do any and all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to:

- (a) Operations of a retail and wholesale business;
- (b) Operations of a national and international business;
- (c) Operations of an import and export business;
- (d) In general to carry on any lawful business necessary or incidental to the attainment similar in nature but not limited to the objects set forth herein.

ARTICLE VI

SHARES

The aggregate number of shares of stock that the corporation is authorized to issue at any time is One Hundred Thousand (100,000) shares of Common Stock, which shall have a par value of One Dollar (\$3.33) per share. The number of shares outstanding is Ten Thousand (10,000) shares.

ARTICLE VII

SHAREHOLDERS

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on the 31st day in the month of March in each year, beginning with the year 2002, for the purpose of reporting annual performances, presenting future plans, addressing concerns, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding

business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. Special meetings for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and the request of the holders of not less than 20 percent (20%) of all the outstanding shares of the Corporation entitled to vote at the meeting.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation.

SECTION 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be sent not less than one (1) day nor more than thirty (30) days before the date of the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered, unless returned undeliverable addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid, and if faxed, such notice shall be deemed received with fax confirmation.

SECTION 5. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 6. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 1. Number, Tenure and Qualifications. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than one (1). Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

SECTION 2. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman. The person or persons authorized to call special meetings of the Board of Directors

may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 4. Notice. Notice of any special meeting shall be given at least one (1) day previous thereto by written notice delivered personally or mailed to each director at his business address, or by fax. If mailed, such notice shall be deemed to be delivered, unless returned undeliverable addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid, and if faxed, such notice shall be deemed received with fax confirmation. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. Quorum. A majority of the number of directors fixed by Section 2 of this Article VII shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and may adjourn the meeting from time to time without further notice.

SECTION 6. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 7. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remainder of the term.

SECTION 9. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as a director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IX

OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person and officers may be

directors or shareholders of the Corporation. The name and address of the initial Board of Directors, President, and Secretary of this Corporation is:

Alix C. Douyon
2806 N.W. 72 Avenue
Miami, Florida 33122

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remainder of the term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and Chairman of the Board of Directors, shall in general supervise, and have ultimate control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the President, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the president or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of

Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors.

SECTION 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors or its Chairman, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the Corporation.

ARTICLE X

INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including but not limited to counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors or Chairman approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may or its Chairman, at their discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article IX.

ARTICLE XI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts, Loans, Checks, Drafts, etc. No loans, checks, drafts, or otherwise contracts of any sort shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized and signed by the President of the

Corporation. Such authority may be general or confined to specific instances.

SECTION 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or its Chairman may select.

ARTICLE XII

CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes. Provided, however, that upon any action undertaken by the shareholders to elect S Corporation status pursuant to Section 1362 of the Internal Revenue Code and upon any shareholders agreement thereto restricting the transfer of said shares so as to disqualify said S Corporation status, said restriction on transfer shall be made a part of the Bylaws so long as said agreement is in force and effect.

SECTION 3. Buyback of Shares. In case of death, the Board of Directors or its Chairman has the right to buyback all the shares of the deceased at 100% of their market value at the time of death. Within the first five (5) years after the purchase of stocks, the Board of Director or its Chairman may freely elect at anytime to buyback the stocks of an investor by paying a rate of return on the initial investment equal to 50% annual interest.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April and end on the 31st day of March of each year.

ARTICLE XIV

DIVIDENDS

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner

and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE XV

INCORPORATOR

The name and address of the incorporator of this corporation is:
Alix Douyon
2806 N.W. 72 Avenue
Miami, Florida 33122

ARTICLE XVI

REGISTERED AGENT

Ewatching, Corp. desiring to organize under the laws of the State of Florida, with its principal office located in the State Florida, the County of Miami-Dade, has named Stéfane Douyon located at 2806 N.W. 72 Avenue, Miami, Florida 33122 as registered agent to accept services of process within this State.

ARTICLE XVII

CORPORATE SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal".

ARTICLE XVIII

WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

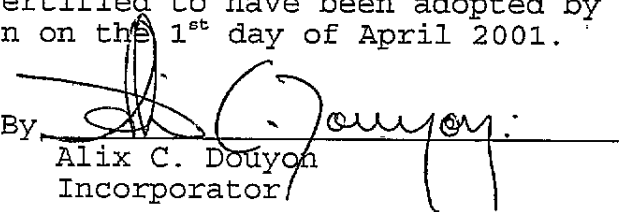
ARTICLE XIX

AMENDMENTS

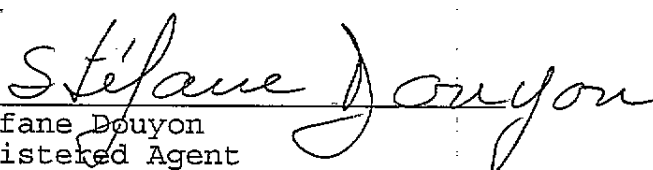
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the 1st day of April 2001.

By


Alix C. Douyon
Incorporator

Haven been named as registered agent for the above stated corporation; I am familiar with and accept the appointment as registered agent, and agree to act in this capacity.


Stéfane Douyon
Registered Agent