

DEPARTMENT OF STATE DIVISION OF CORPORATIONS 409 E. GAIMES STREET TALLAHASSEE, FL 32399 MAY 30, 2001

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SUBJECT:

I WATCH INC

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$122.50.

FROM:

I WATCH INC

4640 CHRISTENSEN ROAD WHITE CITY, FLORIDA 34981

561-708-7494

OI JUN-5 AMIO: 56

ARTICLES OF INCORPORATION

OF

I WATCH INC

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATIONS ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

I WATCH INC

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

4640 CHRISTENSEN ROAD WHITE CITY, FLORIDA 34981

ARTICLE III CAPITAL STOCK

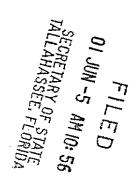
THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

25,000 COMMON SHARES - PAR VALUE \$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

WILLIAM SUNDERLAND, JR. 4640 CHRISTENSEN ROAD WHITE CITY, FLORIDA 34981



ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLE OF INCORPORATION IS(ARE):

WILLIAM SUNDERLAND, JR. 4640 CHRISTENSEN ROAD WHITE CITY, FLORIDA 34981

THE UNDERSIGNED HAS(HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS _______, 2001.

WITH PRESIDENT SIGNATURE / TITLE

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

I WATCH INC

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

WILLIAM SUNDERLAND, JR. 4640 CHRISTENSEN ROAD WHITE CITY, FLORIDA 34981

SIGNATURE WWW. Sunday

TITLE PRESIDENT

DATE 5-30-01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE_	M. N.	Sund	Mule
			7,0
DATE 5	-30-	0).	

OI JUN -5 AM IO: 56
SECRETARY OF STATE