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DICKERSON LAW FIRM

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January 24, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation: Heroican International Timepieces, Inc.

Dear Sir/Madam:

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*****78.75 *****78.75

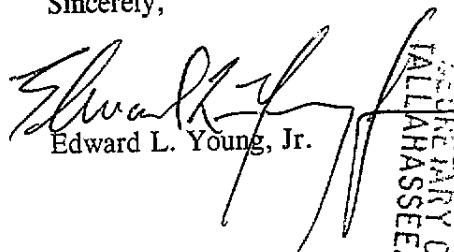
Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation for the above referenced corporation.
2. A check in the amount of \$78.75 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return your Certificate of Incorporation and a certified copy of the Articles of Incorporation to me at the above address.

If you have any questions or problems, please contact me. Thank you in advance for your cooperation.

Sincerely,


Edward L. Young, Jr.

Enclosures

FILED
02 JAN 28 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rs 2/1/02

**ARTICLES OF INCORPORATION
OF
HEROICAN INTERNATIONAL TIMEPIECES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: Heroican International Timepieces, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful activity or business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors may authorize the issuance of shares of its stock of any class, or securities convertible into shares of its stock of any class, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors may, by Restated Articles of Incorporation or Amendment to the Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the Corporation is:

822 Tarawood Lane
Valrico, Florida 33594

The mailing address of this Corporation shall be:

822 Tarawood Lane
Valrico, Florida 33594

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

822 Tarawood Lane
Valrico, Florida 33594

B. The name of the initial Registered Agent of this Corporation at such address is:

Douglas M. Helms

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director of this Corporation are:

Douglas M. Helms
822 Tarawood Lane
Valrico, Florida 33594

ARTICLE IX - INCORPORATOR

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

Douglas M. Helms
822 Tarawood Lane
Valrico, Florida 33594

ARTICLE X – AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal these Articles shall be vested in the Board of Directors. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders of the stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XI – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Every Amendment shall be approved at a meeting of the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain provision of the Bylaws be made.

ARTICLE XII - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XIII - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XIV - INTERESTED DIRECTORS CONTRACTS

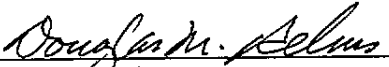
No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

ARTICLE XV - EXTRAORDINARY ACTION

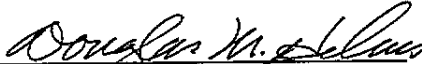
The affirmative vote of fifty percent (50%) plus one share of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of January, 2002.


Douglas M. Helms

ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for HEROICAN INTERNATIONAL TIMEPIECES, INC., at the place designated in this Certificate, I hereby accept the appointment to act in this capacity. I further agree to comply with the provisions of all Florida 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.


Douglas M. Helms

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