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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

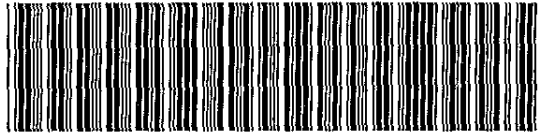
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/10/03--01026--013 **78.75

FILED
03 MAR 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-7034

300 3100

TRANSMITTAL LETTER

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

SUBJECT: Stock-Watch, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Arthur Ally
Name (Printed or typed)

1304 W. Fairbanks Ave.
Address

Winter Park, FL 32789
City, State & Zip

(407) 644-1986
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 11, 2003

ARTHUR ALLY
1304 W FAIRBANKS AVE
WINTER PARK, FL 32789

SUBJECT: STOCK-WATCH, INC.
Ref. Number: W03000007034

We have received your document for STOCK-WATCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must list the corporation's principal office and/or a mailing address in the document.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 503A00015368

**ARTICLES OF INCORPORATION
of
STOCK-WATCH SERVICES, INC.**

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TALLAHASSEE, FLORIDA

Article I - Name

The name of the Corporation shall be Stock-Watch Services, Inc.

Article II – Commencement and Duration

The Corporation shall exist as a perpetual entity, commencing upon the filing of these Articles with the appropriate Agency of the State of Florida.

Article III - Purpose

The corporation shall have the purpose of transacting any business or businesses which may be legally conducted by a Florida corporation.

Article IV – Capital Stock

- A. The corporation shall be authorized to issue 1000 (one thousand) shares of common stock with a par value of ten cents (\$0.10) per share, which shares may be fractional.
- B. The initial shares authorized by these Articles may be used in payment for property, both real and personal, for services, or, in the judgment of the Board of Directors, as evidenced by a simple majority affirmative vote of those Directors present in any regularly scheduled meeting, for any other right or thing of value. When so issued, such stock shall be fully paid and non-assessable as though paid for in cash.
- C. Upon authorization, as evidenced by a simple majority affirmative vote of those Directors present in any regularly scheduled meeting of the Board of Directors, the corporation may increase capital stock in the form of shares of common stock, or non-voting special stock with or without preferences, or both common and special stock, each with or without a par value, provided, however, that upon the creation and issuance of new shares of common stock, all shareholders of record on the date the Directors affirmatively vote to issue additional shares, shall enjoy preemptive rights in the form of the right to purchase his pro-rata share of the issue, at the same price at which the issue is offered.

Article V – Registered Office and Agent

The initial Registered Agent is:

Terry Covert

The mailing address of the Registered Office is:

1304 West Fairbanks Avenue
Winter Park, FL 32789

Article VI – Initial Officers

The officers are:

President and Treasurer: Arthur D Ally
Vice President and Secretary: Camalee Ally

Article VII – Initial Directors

The Board of Directors shall consist of no less than three and no more than five (5) members. Unless specifically changed by an amendment of these Articles or by operation of law, a simple majority of any quorum shall be sufficient in all votes taken by the Board. Directors shall hold office for two-year terms, with no limit of consecutive terms that may be served.

All correspondence by US Mail shall be addressed to each Director at:

1304 West Fairbanks Ave.
Winter Park, FL 32789

Initial Directors are:

Arthur D. Ally
Camalee Ally
Stephen Ally
Terry Covert
Cheryl M. Ally

Article VIII – Incorporator

The Incorporator is:

Arthur D. Ally

All correspondence to Incorporator may be sent via US Mail addressed to:

1304 West Fairbanks Ave.
Winter Park, FL 32789

Article IX – Principal Offices

The Corporation's Principal Offices shall be located at:
1304 W. Fairbanks Ave.
Winter Park, FL 32789

Article X – By-Laws

The duties of the officers shall be set forth in By-Laws established by the Board of Directors.

Article XI - Amendments

These Articles may be amended in the manner provided by law, and by the Board of Directors by a simple majority affirmative vote of those Directors present in any regularly scheduled meeting.

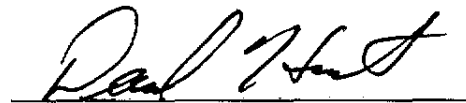


Arthur Ally, Incorporator

State of Florida
County of Orange

I hereby certify that on this day, before me, David Hart, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared ART ALLY, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that said person subscribed to those Articles of Incorporation.

Witness by my hand and official seal in the County and State last aforesaid this 18 day of MAR, 20003



Notary Public
My Commission Expires:

MAY 11.03

DAVID HART
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836184


Certificate Designating Place of Registered Office
For Service of Process Within This State, Naming
Registered Agent Upon Which Process May Be Served

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Stock-Watch Services, Inc. , desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, has named its Registered Agent, Terry Covert, 1304 W. Fairbanks Ave., Winter Park, FL 32789, Orange County, State of Florida to accept service of process.

Acknowledgement

Having been named to accept service of process for the above stated corporation, at the place designated on 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.


Terry Covert
1304 W. Fairbanks Ave.
Winter Park, FL 32789

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TALLAHASSEE, FLORIDA