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STATE
TALLAHASSEE, FLORIDA

PAYNE & RANDA, P.A.

ATTORNEYS AT LAW

2431 Aloma Avenue, Suite 201
Winter Park, Florida 32792

Phone No.: (407) 679-0499
Fax No.: (407) 679-4446

July 15, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: New Filing – Corporation

Dear Secretary of State:

Please find enclosed Articles of Incorporation for The Sherbow Company, Inc. and a check for \$78.75. Please process this new corporation and return a certified copy of the incorporation to this office.

Thank you for your assistance and should you have any questions, please feel free to contact me.

Sincerely,



Burke L. Randa

**ARTICLES OF INCORPORATION
OF
THE SHERBOW COMPANY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

THE SHERBOW COMPANY, INC.

The Principle place of business of this corporation shall be 200 Lake Destiny Trail, Altamonte Springs, Florida 32714.

ARTICLE II

This Corporation is organized for the purpose of selling watches and other collectables wholesale and retail to the public to engage in any activity permitted under the laws of the United States and the laws of the State of Florida.

The Corporation shall so everything necessary and proper in accomplishing the purposes set forth above and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at ant time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share. Shares of the Corporation's stock shall be issued only in compliance with subchapter S of the Internal Revenue Code regarding corporations.

ARTICLE IV

The Corporation shall have a perpetual existence.

ARTICLE V

The street address of the initial registered office of the corporation is 200 Lake Destiny Trail, Altamonte Springs, Florida 32714 and the name of the initial registered agent is Cyril C. Sher.

ARTICLE VI

The Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Cyril C. Sher
200 Lake Destiny Trail
Altamonte Springs, Florida 32714

Jack L. Werbow
11904 Reedy Creek Drive, Apt. 102
Orlando, Florida 32836

ARTICLE VII

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

Cyril C. Sher
200 Lake Destiny Trail
Altamonte Springs, Florida 32714

ARTICLE VIII

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary: Cyril C. Sher
200 Lake Destiny Trail
Altamonte Springs, Florida 32714

Vice-President/Treasurer: Jack L. Werbow
11904 Reedy Creek Drive
Orlando, Florida 32836

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

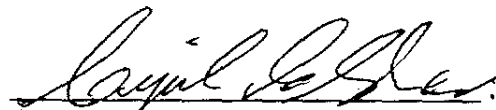
ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this revocation.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation on this 15th day of July, 2003.


Cyril C. Sher, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Cyril C. Sher, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed and who produced a drivers license as identification and who did take an Oath.

Witness my hand and official seal this 15th day of July, 2003.



Burke Randa
My Commission DD079014
Expires December 21, 2005


Notary Public, State of Florida


DESIGNATION OF REGISTERED AGENT

THE SHERBOW COMPANY, INC. desiring to organize under the laws of the State of Florida, with its principle office indicated in the Articles of Incorporation, at Altamonte Springs, Florida, has and does by these presents name Cyril C. Sher, as its registered agent to accept service of process within this State at 200 Lake Destiny Trail, Altamonte Springs, Florida 32714.

ACCEPTANCE OF DESIGNATION OF REGISTERD AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

Dated this 15th day of July, 2003.


Cyril C. Sher

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TALLAHASSEE, FLORIDA