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04/21/05--01033--0001 **79.50

EFFECTIVE DATE

04-19-05

05 APR 21 AM 8:16

LAUREN W. PILARCZYK

3144 N.E. 2nd Place

Ocala, FL 34470

(352) 216-1002

April 19, 2005

Secretary of State

DIVISION OF CORPORATIONS

P.O. Box #6327

Tallahassee, FL 32314

Gentlemen:

Enclosed please find **original and one (1) copy** of the Articles of Incorporation on behalf of **SWATCHES, INC.** Please make the effective date of the corporation **April 19, 2005**. I have also enclosed a check in the amount of **\$78.75** to cover the costs as follows:

\$35.00	: Filing fees
35.00	: Registered Agent designation
8.75	: Certified copy charge

Please forward a certified copy of the Articles of Incorporation to the name and address as showing above in the letterhead, and should you have questions or need for further information please feel free to contact me.

Sincerely,



LAUREN W. PILARCZYK

encl.

**ARTICLES OF INCORPORATION
OF
SWATCHES, INC.**

The undersigned, being a natural person of the age of eighteen (18) years or more and competent to contract and form a corporation for profit, hereby makes and acknowledges these Articles of Incorporation under and by virtue of Chapter 607 of the Florida Statutes.

EFFECTIVE DATE
04-19-05

ARTICLE I

NAME

The name of this corporation shall be **SWATCHES, INC.**

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing at 12:01 A.M., APRIL 19, 2005.

ARTICLE III

PURPOSE OF CORPORATION

The purpose and general nature of the business to be transacted by this corporation is to manufacture, buy or otherwise acquire, own, hold, manage, improve, mortgage, pledge, lease, sell, convey, exchange, assign, transfer or otherwise dispose of, and to invest, trade, and deal in and with goods, wares, merchandise, real and personal (tangible and/or intangible) property, and services of every class, kind, and description,

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SWATCHES, INC.

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except that it is not to conduct a banking, safe deposit, trust, insurance, surety or fraternal benefit society, association or company, or any state fair or exposition.

IN ADDITION to the above, the corporation shall have power:

(1) to conduct business, have one or more offices and/or locations, buy or otherwise acquire, hold, manage, improve, mortgage, pledge, lease, sell, convey, exchange, assign, transfer or otherwise dispose of property, be it real or personal (including tangible and/or intangible, to include but not limited to franchises, patents, copyrights, trademarks and licenses), wherever situate, **within the State of FLORIDA, within any other state, territory, district, and/or possession of the United States, and/or within any foreign country, and/or any government thereof; and**

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required; and

(3) to buy or otherwise acquire the assets of any other corporation and/or business entity and engage in the same and/or other character of business; and

(4) to guarantee, endorse, buy or otherwise acquire, hold, manage, mortgage, pledge, sell, convey, exchange, assign, transfer or otherwise dispose of the shares of the capital stock thereof, or any bonds, securities or other evidence of indebtedness created by any other corporation of the **State of FLORIDA and/or any other state, territory, district, or possession of the United States and/or foreign country, and/or any government thereof**, and while owner of such stock to exercise any and all of the rights, powers, and privileges of ownership to include, but not limited to the right to vote such stock; and

(5) to engage in any and all other activity and/or business, to include but not limited to joint ventures and/or partnerships (as a limited or general partner) **whatever**

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permitted under the laws of the United States and of the State of FLORIDA, and wherever situate, within any state, territory, district, or possession of the United States and/or within any foreign country, and/or any government thereof.

ARTICLE IV

CAPITALIZATION

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock with an initial par value of \$1.00 per share. The par value of such stock may be adjusted from time to time by resolution, and dividends may be declared and distributed by the corporation to the respective shareholders of record at the total discretion of the Board of Directors.

The Board of Directors of this corporation may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 this corporation.

The Board of Directors of this corporation may, by Restated 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.

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ARTICLE V

SHAREHOLDER RIGHTS

PREEMPTIVE RIGHTS : Each and every shareholder of the shares of stock of this corporation, upon the sale for cash and/or other consideration of any new stock of this corporation of the same class and/or series as that which is already issued shall have the right to acquire a prorata share thereof and at the price at which it is offered to others, provided, however, that the Board of Directors has, in authorizing the issuance of such shares of stock, conferred any such preemptive right(s) that the Board of Directors may deem or have deemed advisable in connection with such issuance.

VOTING RIGHTS : All holders of shares of common stock of the corporation shall be identical with each other in every respect, and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

DISSOLUTION RIGHTS : All holders of shares of common stock, upon the dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

SHAREHOLDERS' AGREEMENT : All of the shares of stock of this corporation may be subject to a **Shareholders' Agreement** containing numerous restrictions on the rights of stockholders of this corporation and transferability of the shares of stock of this corporation. A copy of the **Shareholders' Agreement**, if any, is on file at the principal office of the corporation.

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ARTICLE VI

PRINCIPAL OFFICE

The initial street and mailing addresses of the principal office, one and the same, of this corporation are:

3144 N.E. 2ND PLACE, OCALA, FL 34470

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is:

LAUREN W. PILARCZYK : 3144 N.E. 2nd Pl, Ocala, FL 34470

ARTICLE VIII

DIRECTORS

This corporation shall have **TWO (2)** directors initially. The number of directors may be increased or diminished from time to time by bylaws and/or resolution adopted and executed by the shareholders, but shall never be less than **ONE (1)**. The **name and address of each initial director** of this corporation is:

LAUREN W. PILARCZYK : 3144 N.E. 2nd Pl, Ocala, FL 34470
DERRICK L. KESSELL : 9968 Chelsea Lake Rd, Jacksonville, FL
32256

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ARTICLE IX

DESIGNATION OF REGISTERED AGENT

In accordance and compliance with the provisions of Chapter 48.091, Florida Statutes, this corporation, with principal office located at 3144 N.E. 2nd Place, City of Ocala, County of Marion, and State of FLORIDA 34470, desiring to organize under the laws of the State of FLORIDA, hereby designates **DANIEL J. WADE**, located at 3391 E. Silver Springs Boulevard, Suite F, City of Ocala, County of Marion, and State of FLORIDA 34470 as its Registered Agent to accept service of process on its behalf within the state.

I, **DANIEL J. WADE**, having been designated as Registered Agent for this corporation with its principal office as shown above, am familiar with and willingly accept the obligations and responsibilities as Registered Agent for said corporation. Furthermore, I hereby acknowledge my acceptance of said position on behalf of this corporation by affixing my signature where indicated below.



DANIEL J. WADE

ARTICLE X

BYLAWS

The Board of Directors of this corporation shall have power, without the assent or vote of the stockholders, to make, alter, amend, or repeal the bylaws of this corporation, but the affirmative vote of a number of directors equal to a majority of the

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number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the bylaws.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XII

POWERS OF CORPORATION

This corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XIII

REGISTERED OWNER(S)

This corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of this corporation as the owner thereto, for all purposes, and except as may be agreed in writing by this corporation shall not be bound to recognize any equitable or other claim to, or interest

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in, such share or right on the part of any person, whether or not this corporation shall have notice thereof.

ARTICLE XIV

INDEMNIFICATION

This corporation shall indemnify a director or officer of this corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of this corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. This corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of this corporation against liability if, authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of this corporation shall apply when such person(s) are serving at this corporation's request while a director, officer, employee or agent of this corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with this corporation. This corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of this corporation who is a party to a proceeding in advance of final disposition of the proceeding. This corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of this corporation, whether or not this corporation would have power to indemnify the

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individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of this corporation or the ability of this corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, notification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XV

COVENANT NOT TO SUE

This corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of this corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or underdeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of this corporation's services to this corporation.

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ARTICLE XVI

SPECIAL PROVISIONS

The following **special provisions** that shall be applicable to this corporation are:

(1) that the fiscal year of this corporation shall be January 1 through December 31, and

(2) that under the provisions of Section #1362 and Subchapter "S" of the Internal Revenue Code of 1986, as amended, this corporation may elect to be treated as an electing small business corporation, and

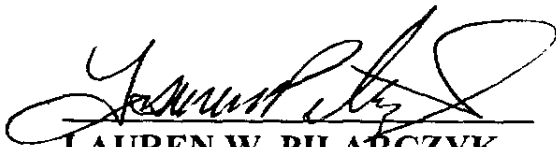
(3) that the stockholders of this corporation may elect and, if elected, shall continue such election to be an "S" Corporation as provided in Subchapter "S" of the Internal Revenue Code of 1986, as amended, unless the stockholders of this corporation unanimously agree otherwise in writing, and

(4) that in the event this corporation has elected to be an "S" Corporation, none of the stockholders of this corporation, without the written consent of all of the stockholders of this corporation shall take any action, or make any transfer or other disposition of the stockholders' shares of stock in this corporation which will result in the termination or revocation of such election to be an "S" Corporation, as provided in Subchapter "S" of the Internal Revenue Code of 1986, as amended.

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IN WITNESS WHEREOF, each undersigned Incorporator has executed these Articles of Incorporation, **this 19th day of April, 2005.**



LAUREN W. PILARCZYK

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ACKNOWLEDGEMENT

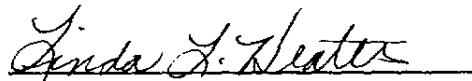
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgements within the state and county set forth above, personally appeared

LAUREN W. PILARCZYK,

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal within the state and county aforesaid, **this 19th day of April, 2005.**



Notary Public

State of FLORIDA at Large

My commission expires:

