

P9500006933

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BASIC AMENDMENT

SWISS WATCH INTERNATIONAL, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SWISS WATCH INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Swiss Watch International, Inc., a Florida corporation (the "Corporation"), Charter Number P95000006933, be, and it is hereby, amended as set forth below:

Article III of the Articles of Incorporation of the Corporation shall be amended to change the capitalization of the Corporation to provide for both voting and non-voting stock by deleting it in its entirety and inserting in its place an new Article III to read as follows:

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation shall consist of One Hundred (100) shares of Class A Voting Common Stock, par value \$.01 per share, and One Hundred (100) shares of Class B Non-Voting Common Stock, par value \$.01 per share. The holders of Class A Voting Common Stock shall be entitled to vote on all matters submitted to a vote of shareholders of the Corporation and shall be entitled to one vote per share of Class A Voting Common Stock then outstanding and of record in his, her or its name on the books of the Corporation. The holders of Class B Non-Voting Common Stock shall not be entitled to vote on any matters submitted to a vote of shareholders of the Corporation except as required under the Florida Business Corporation Act. In all other respects, the Class A Voting Common Stock and Class B Non-Voting Common Stock shall have equal rights with respect to all distributions and rights upon the liquidation of the Corporation.

The foregoing amendment was adopted by a Joint Corporate Action of the Board of Directors and the Shareholders of the Corporation dated as of August 16, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of

August 16, 2002.

SWISS WATCH INTERNATIONAL, INC.


Lior Ben-Shmuel, President