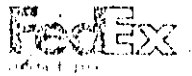


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QUESTIONS CALL 800-391-9219

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MEMBER FEDERAL EXPRESS ACCOUNT NUMBER

1391-9219-2

305-371-4536

A. Kassem

OFFICE USE ONLY

FLAGLER 251 INC

255 E FLAGLER ST 3RD FL

MIAMI

FL

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Galeria Watches & Novelties, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED
5 APR 14 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DMC 4/19/95
Examiner's Initials

ARTICLES OF INCORPORATION
OF
GALERIA WATCHES & NOVELTIES, INC.

FILED

95 APR 14 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is:

GALERIA WATCHES & NOVELTIES, INC..

ARTICLE II.

The term for which this corporation shall exist shall be perpetual.

ARTICLE III.

The principal place of business and mailing address of this corporation shall be:

255 East Flagler Street, Counter A, Miami, Florida 33131.

ARTICLE IV.

The general nature of the business or businesses and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduces;

To purchase, take receive, lease, or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest on, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to , and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

ARTICLE V.

The aggregate number of shares which this corporation shall have authority to issue is the total sum of hundred (100) shares, having an individual par value of one dollar (\$1.00).

Unless otherwise states in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI.

The name and street address of the initial registered agent/office of this corporation shall be:

Bassam A. Ghandour
255 East Flagler Street, Counter A
Miami, Florida 33131.

ARTICLE VII.

This corporation shall have as directors initially one person who is designate in this Article below. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Bassam A. Ghandour 255 East Flagler Street, Counter A,
Miami, Florida, 33131

ARTICLE VIII.

The name and address of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President:	Bassam A. Ghandour
Vice-President:	Hassan D. Awada
Secretary:	Bassam A. Ghandour
Treasurer:	Hassan D. Awada

ARTICLE IX.

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

Bassam A. Ghandour, 255 East Flagler Street, Counter A,
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation, this 11th of April, 1995.

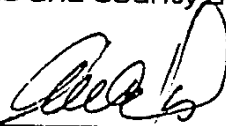


Bassam A. Ghandour,
Incorporator

STATE OF FLORIDA)
 ss.;}
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take
acknowledgements in the state and county set forth above,
personally appeared, Bassam A. Ghandour, known to me and
known by me to be the person who executed the foregoing Articles
of Incorporation, and he acknowledged before me that he executed
these Articles of Incorporation and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid, this 11th
of April, 1995.



NOTARY PUBLIC, State of Florida

My Commission Expires:



MARIA ELENA LOPEZ
My Commission CC433204
Expires Jan. 12, 1999
Bonded by HAI
800-422-1555

FILED

95 APR 14 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that GALERIA WATCHES & NOVELTIES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Bassam A. Ghandour located at 255 East Flagler Street, Counter A, Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL 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.

SIGNATURE 
Registered Agent

ARTICLES