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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONI
FAX: (804) 922-4000 PHONE: (305) 541-3694
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WATCH PALACE, INC.
FAX AUDIT NUMBER: H95000005427 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/15/1995 TIME REQUESTED: 14:13:30
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION
OF
WATCH PALACE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

WATCH PALACE, INC.

The principal place of business of this corporation shall be 243 East Flagler St. # 55-56 Miami, Fl. 33131.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock \$1 per value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 243 East Flagler St. # 55-56 Miami, Fl. 33131 and the name of the initial registered agent of the corporation at that address is Kamal Salim.

Prepared by:
Carlton A. Rodriguez, Esq.
173 Portman Square, # 2-0-0
Miami, FL 33172 - (305) 552-9793
Bar No. 937580
(305) 552-9793

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ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Walid Salim
President/Dir.

Multicentro El Vinedo
Planta Baja, # 17
Valencia, Venezuela

Ivonne Freitas
Vice-President/Dir.

7196 N.W. 179 St. # 209
Miami, Fl. 33015

Kamal Salim
Secretary/Dir.

243 East Flagler St. # 55-56
Miami, Fl. 33015

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Kamal Salim
243 East Flagler St. # 55-56
Miami, Fl. 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of May of 1995.


Incorporator

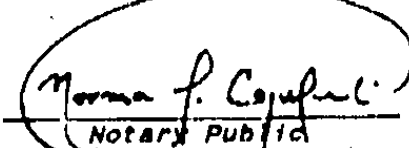
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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Mr. Kamal Salim, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me he executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 12th day of May, 1995.


Notary Public

 NORMA L. COARUN
My Comm. Exp. 5-27-98
Issued By Service Int. Co.

My commission expires:

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED

WITNESSETH:

That WATCH PALACE, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the county of Dade, State of Florida, has appointed Mr. Kamal Salim/243 East Flaglor St. #55-58 Miami, Fl. 33131 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named by the first Board of Directors of WATCH PALACE, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 12th day of May, 1995.

Kamal Salim
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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