& Lombardo P.A.

ATTORNEYS-AT-LAW

CRAIG R. WOODWARD MARK J. WOODWARD SHANNON W. ANDERSON ANTHONY P. PIRES, JR. J. CHRISTOPHER LOMBARDO ANNE R. PRICKETT

May 31, 1995

Department of State **Division of Corporations** Post Office Box 6327 Tallahassee, Florida 32314

Re:

Watches Galore & More, Inc.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50 to cover the following fees:

1.	Filing Fee	\$35.00
2.	Certified Copy	\$52.50
3.	Registered Agent	\$35.00
	Designation	

Thank you.

600001510086 -06/03/95--01082--008 ****122.50 ****122.50

Sincerely yours

Craig R. Woodward

CRW/ach Enclosure cor\giuggio.hr

PLEASE RESPOND TO: Marco Island Office

Pelican Bay Office

*Board Certified Real Estate Attorney

606 BALD EAGLE DR., SUITE 500, P.O. BOX ONE, MARCO ISLAND, FLORIDA 33969 AREA 813/394-5161 FAX 813/642-6402 PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 33963 AREA 813/566-3131 FAX 813/566-3161

ARTICLES OF INCORPORATION

OF

WATCHES GALORE & MORE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Elorida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation: ARTICLE I. - NAME The name of the corporation shall be: Watches Galore & More, Inc. ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: Post Office Box 2334, Marco Island, Florida 33969.

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred shares of common stock.

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Craig R. Woodward, Esquire, Woodward, Pires, Anderson & Lombardo, P.A., 606 Bald Eagle Drive, Post Office Box One, Marco Island, Florida 33969.

ARTICLE V. - DIRECTORS

The names and street addresses of the initial Directors of this corporation is: Leonard Giuggio and Judith Giuggio, 995 Angler's Cove, Unit 206, Marco Island, Florida 33937.

ARTICLE VI. - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: Craig R. Woodward, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 33937.

The undersigned have executed these Articles of Incorporation this

CRAIG R. WOODWARD.

INCORPORATOR

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

- 1. The name of the corporation is: Watches Galore & More, Inc.
- 2. The name and address of the registered agent and the is: Craig R. Woodward, Esquire, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 33937.

SIGNATURE:

CRAIG R. WOODWARD

INCORPORATOR TITLE

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.

CRÁIGR. WOODWARD, ESOUIRE

DATE

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