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WATCH SUPERMARKEY

A-1 WATCHES CORP.

223 East Flagler St. 4th Floor Miami, FL 33131 OFFICE USE ONLY

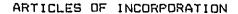
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NEW FILINGS	AMENDMENTS		,		
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Profit NonProfit	Amendment				
Profit NonProfit Limited Liability	Amendment Resignation of R.A., Office		• .		
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Profit NonProfit Limited Liability Domestication Other	Amendment Resignation of R.A., Office Change of Registered Age Dissolution/Withdrawal Merger		• .		

Other

CR2E031(10/92)



OF

MEDINA WATCH COMPANY, INC.

The undersigned subscriber(s), a natural person(s) competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopt(s) the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is:

MEDINA WATCH COMPANY, INC.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

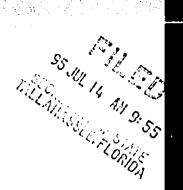
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE SIX - ADDRESS

The initial address of the principal office of this corporation is: 109 E. Flagler Street, Miami, Florida, 33131.



ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be: One, initially, but may be increased by the bylaws adopted. The initial Directors shall be:

NAME

ADDRESS

M. Farid Ahmed 223 E. Flagler Street, 4th Floor Miami, Florida 33131

M. Anwer Mysorewala 223 E. Flagler Street, 4th Floor Miami, Florida 33131

ARTICLE EIGHT - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is:

NAME

ADDRESS

M. Anwer Mysorewala 223 E. Flagler Street, 4th Floor Miami, Florida 33131

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is:

NAME

<u>ADDRESS</u>

M. Anwer Mysorewala 223 E. Flagler Street, 4th Miami, Florida 33171

ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE TWELVE RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's bylawsond shares of the capital stock of this corporation may be transferred without the prior approval of the Corporation's Board of Directors.

ARTICLE THIRTEEN - INDEMNIFICATION

The Corporation—shall indemnify its difficers, directors for all liabilities incurred directly, indirectly or incidentally to services—performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 12th day of July, 1995.

As Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

As Registered Agent

STATE OF FLORIDA)

55.

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared M. Anwer Mysorewala, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of Dollar Depot, Inc., and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purpose therein expressed.

GLORIA M. DE CARDENAS
MY COMMISSION # CC 45294*
EXPIRES: May 23, 1039
Bonded Thru Notary Palinc Underwriters

NOTARY PUBLIC

State of Florida at Large