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TO: DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE SYSTEM COMPANY
DEPARTMENT OF STATE 1425 W. ENDLER ST
STATE OF FLORIDA SUITE 100
100 E. GAIL STREET MIAMI FL 33131
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H960000000948))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BIG TIME, INC.

FAX AUDIT NUMBER: H96000000948

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

BIG TIME INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, and desiring to make and enter into the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do herewith agree as follows:

1. The name by which this corporation shall be known, is:
BIG TIME INC.
2. This corporation shall have perpetual existence.
3. This corporation is organized for the following purposes:

a) To buy, sell, manufacture, import, export, and deal in, at wholesale and retail watches, watch movements, watch cases, wristwatches, clocks, alarm clocks, and jewelry of all kinds, nature and description.

b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real and personal property; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and businesses belonging to or to be acquired by this company, or any other person, firm or corporation.

c) This corporation shall also have those powers as enumerated by Section 607.0302 of Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand Shares of common stock without nominal or par value.

WILLIAM PHILLIPS, ESQ. - Florida Bar No. 063132
14 N.E. 1st Avenue, Suite 908
Miami, Florida 33132
(305) 371-3633

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5. The amount of capital with which this corporation shall and does begin business with, is the sum of ONE THOUSAND (\$1,000.00) - DOLLARS, all of which has been paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholders, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to any other purchasers.

7. The street address of the initial Registered Agent and principal office of this corporation is: One N.E. 1st Avenue, Miami, Florida 33132, and the name of the initial Registered Agent of this corporation at that address is: ITENAR SEALON.

8. This corporation shall have Two (2) directors initially; however, the number of directors may be increased or decreased from time to time by the by-laws of the corporation, but shall never be less than one

(1). The names and addresses of the initial Directors of this corporation are as follows:

JOSEF SEALON and ITENAR SEALON - One N.E. 1st Avenue,
Miami, Florida 33132

9. The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

JOSEF SEALON and ITENAR SEALON - One N.E. 1st Avenue,
Miami, Florida 33132

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10. This corporation shall indemnify and save harmless any officer and/or director, or any former officer or director, to the full extent permitted by the law.

11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of said provisions of the Articles of Incorporation, or any amendment thereto, and any right conversely conferred upon the Shareholder of this corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Registered Agents have executed these Articles of Incorporation, this 18th day of January, 1996.

JOSEF SHALON
JOSEF SHALON - President and
Subscriber

ITTEK SHALON
ITTEK SHALON - President,
Subscriber and Registered
Agent**

**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.

ITTEK SHALON
ITTEK SHALON

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 18th day of January, 1996, by JOSEF SHALON and ITTEK SHALON, who are personally known to me, and who did take an oath.

William Phillips
NOTARY PUBLIC



WILLIAM PHILLIPS
BY COMMISSION OF THE STATE OF FLORIDA
August 22, 1995
COMM. NO. 1007
EXPIRES 22-08-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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