

P96000007374

Joseph Shomar  
339 N.W. 66 Ct.  
Miami, FL. 33015  
Tel: (305) 828-2284

January 6, 1996

Secretary of State  
Corporation Dept.  
P.O. Box 6327  
Tallahassee, FL. 32314

200001692872  
-01/19/96--01034--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir,

Enclosed herewith, please find an original and a copy of the Articles of Incorporation for Francis Watches, Inc. together with a check for the sum of \$122.50 as filing fees.

As agent of this corporation, please send to my address the certified Articles of Incorporation and the charter of the new corporation.

Respectfully yours,

*Joseph Shomar*  
JOSEPH SHOMAR

FILED  
95 JAN 19 PM 12:03  
TALLAHASSEE, FLORIDA

*SMS  
1/24/96*

ARTICLES OF INCORPORATION

FILED

OF

96 JAN 19 PM 12:03

FRANCIS WATCHES, INC.

CLERK OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation is FRANCIS WATCHES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

STOCK

This corporation shall be authorized to issue 10,000 shares of capital stock, at a par value of \$1.00 per share. All of said stock shall be payable in cash; property, real or personal; or labor or services in lieu of cash, at a just valuation, to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 279 N.E. 1 St. Miami, Florida 33132, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI  
INCORPORATORS

The name and mailing address of the incorporator is as follows:

NAME	ADDRESS
Joven Joseph Francis	6900 SW 88 St. #205 Miami, FL. 33143

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation is:

President, Joven Joseph Francis, 6900 SW 88 St. App. #205 Miami, FL. 33143.

Secretary, Joven Joseph Francis, same as above.  
Treasurer, Joven Joseph Francis, same as above.

ARTICLE VIII  
REGISTERED AGENT

The initial registered agent of this corporation shall be Joseph Shomar and the street address of the initial registered office of this corporation is 17439 N.W. 66 Ct. Miami, FL. 33015.

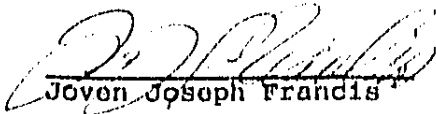
ARTICLE IX  
ACCOUNTING YEAR

This corporation shall have a calendar year starting January 1st and ending December 31st.

ARTICLE X  
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 9th day of January, 1996.

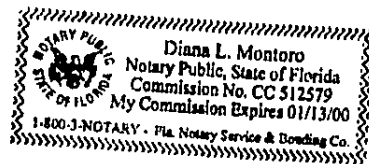
  
Joven Joseph Francis

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Joven Joseph Francis, who by me first duly sworn and cautioned, states that he executed the foregoing Articles of Incorporation and they are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 9th day of January, 1996.

  
Notary Public, State  
of Florida at Large



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that Francis Watches, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida has named Joseph Shomar located at 17439 N.W. 66 Ct., Miami, FL. 33015; Telephone:(305)828-2284; city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Joseph Shomar  
(Resident Agent)

FILED  
96 JAN 19 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA