

Travieso Corporation

Accountants & Auditors
1704 West Flagler St., Bldg. 6 & 8
Miami, Florida 33135. Tel. 649-7880

P960000 44790

May 16th 1996

Secretary of State
Corporation Filing Office
Tallahassee, Florida,


800001891048
-05/21/96--01009--006
****122.50 ****122.50

Dear Sirs:

Please find enclosed the following documents in order to file the Articles of Incorporation of PEDRO'S WATCHES, INC.:

1. Articles of Incorporation of PEDRO'S WATCHES INC.
2. Check in the amount of \$122.50 order of Secretary of State covering filing fees, tax and certified copy.
3. Certified Copy.

Sincerely yours,

By  Lorenzo Travieso.

F. CHESSEY MAY 28 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6 MAY 20 PM 1:04

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 MAY 20 PM 1:04

FILED

ARTICLES OF INCORPORATION
OF
PEDRO'S WATCHES, INC.

FILED
JUN 20 PM 1:00
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these articles of Incorporation :

1. NAME:

The name of this Corporation is:
PEDRO'S WATCHES, INC.

2. DURATION:

This corporation shall have a perpetual existence.

3. PURPOSE :

This corporation is organized for the following purposes:

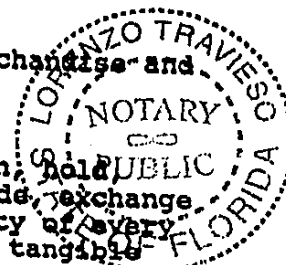
a) Engage and operate a business of watchmaker, watches and jewelry sales at retail or wholesale, including accessories and parts.

b) To distribute and sell all kind of merchandise and wares

c) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description whatsoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

d) In the purchase or acquisition of property, business rights or in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other entity.

e) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose



use of transacting any or all lawful business, both within or without the territory of the United States of America.

4. POWER.

a) This corporation shall have all the corporate - power ennumerated in the Florida General Corporation Act.

5. CAPITAL STOCK:

This corporation is authorized to issue 500 shares common stock, which shall be designated "Common Shares", at a par value of \$1.00 (ONE DOLLAR) per share.

6. PREEMTIVE RIGHTS:

Every shareholder, upon the sale of cash of any new stock of this corporation shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

7. INITIAL REGISTERED OFFICE AND AGENT:

The principal place of business and registered address of this corporation is 109 East Flagler Street, Miami, Florida, 33131.

and the name of the initial registered agent of this corporation at that address is: PEDRO JOSE REYES. who accepts it.

8. INITIAL BOARD OF DIRECTORS:

This corporation shall have two directors initially.

The number of directors may be either increased or diminished from time to time by the By-Laws.

The names and addresses of the initial director of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify:

| NAME | ADDRESS: | TITLES: |
|-----------------|--------------------------|---------------------|
| PEDRO J. REYES, | 1251 Normandy Dr. | |
| | Miami Beach, Fla. 33141 | President-Director |
| ROSA E. REYES | 1251 Normandy Dr. | |
| | Miami Beach, Fla. 33141. | Secretary-Treasurer |

-3-

9. INCORPORATORS

these articles, The name and address of the person signing

NAME

ADDRESS

PEDRO A. REYES

1251 Normandy Dr. Miami Beach, Fla. 33141

ROSA E. REYES

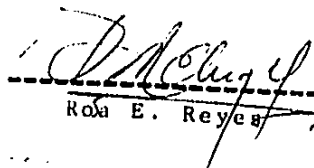
1251 Normandy Dr. Miami Beach, Fla. 33141

10. AMENDMENTS:

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment thereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this fifteenth day of May AD 1996.


Pedro J. Reyes


Rosa E. Reyes

STATE OF FLORIDA

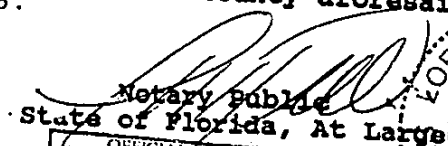
ss

COUNTY OF DADE

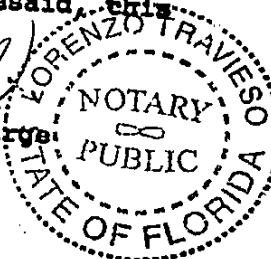
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mr PEDRO J. REYES and ROSA E. REYES,

known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal in the State and County aforesaid, this fifteenth day of May, AD 1996.

My commission expires:
March 22nd. 1999.


Notary Public
State of Florida, At Large

OFFICIAL NOTARY SEAL
LORENZO TRAVIESO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC445290
MY COMMISSION EXP. MAR. 22, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
THAT PEDRO'S WATCHES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI,
MR. PEDRO J. REYES,
109 East Flagler Street, in Miami, Florida, 33131,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

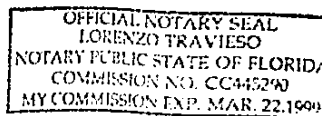
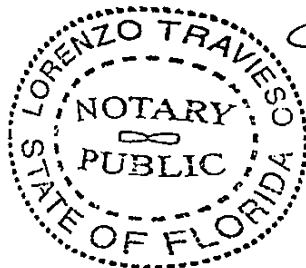
Date: May 15, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Date:
May 15th 1996.

SWORN AND SUBSCRIBED before me this fifteenth day of May, AD. nineteen hundred and ninety six.

My commission expires:
March, 22nd. 1999.



FILED
96 MAY 20 PM 7:04
TALLAHASSEE