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PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 979816 4340059

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 122.50

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ORDER DATE : June 7, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 979816

CUSTOMER NO: 4340059

500001855545

CUSTOMER: Toni Clark, Legal Assistant  
KELLEY DRYE & WARREN

201 South Biscayner Blvd.  
Suite 2400  
Miami, FL 33131-2399

DOMESTIC FILING

NAME: DUTY FREE WATCH DISTRIBUTORS,  
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

*g*  
*6/7/96*

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**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**DUTY FREE WATCH DISTRIBUTORS, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name and principal address of this Corporation shall be:

DUTY FREE WATCH DISTRIBUTORS, INC.  
2050 N.W. 94th Avenue  
Miami, Florida 33172

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Kelley Drye & Warren LLP  
201 South Biscayne Blvd., Suite 2400  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Eliot C. Abbott, Esq.

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**

**DIRECTORS - NAMES AND STREET ADDRESSES**

The name and street address of the initial members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
David Marmol	2050 N.W. 94th Avenue Miami, Florida 33172
Israel Marmol	2050 N.W. 94th Avenue Miami, Florida 33172

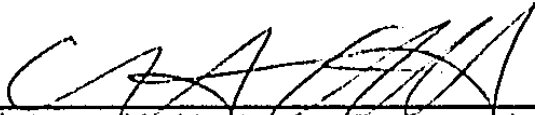
**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Eliot C. Abbott, Esq.	c/o Kelley Drye & Warren LLP 201 South Biscayne Blvd., Suite 2400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 6th day of June, 1996.

  
\_\_\_\_\_  
Eliot C. Abbott, Esq., Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUN -7 PM 12:06

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, DUTY FREE WATCH DISTRIBUTORS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Kelley Drye & Warren LLP, 201 South Biscayne Blvd., Suite 2400, Miami, Florida 33131, has named Eliot C. Abbott, Esq., located thereat as its registered agent to accept service of process within this state.

By: 

Eliot C. Abbott  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
Eliot C. Abbott  
Registered Agent