

P960000065433

Ben M. Daidone
1469 Colonial Blvd., Suite 1-B
Ft. Myers, FL 33907
(941)277-9506

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, FL 32301

7/16/96

Gentlemen,

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*****70.00 *****70.00

Enclosed are:

1. Two (2) copies of the Articles of Incorporation of TIME UNLIMITED OF S.W. FLORIDA INC..
2. Appointment of a Registered Agent of Filing Purposes.
3. A check for \$70.00 to cover filing fees and the designation cost of the registered agent.

Very sincerely,


Ben M. Daidone

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96 AUG -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-6-96
118

ARTICLES OF INCORPORATION
OF
TIME UNLIMITED OF S.W. FLORIDA INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TIME UNLIMITED OF S.W. FLORIDA INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of servicing and selling timepieces and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 others.

ARTICLE VI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VII - STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the shareholders.

SHAREHOLDER

NUMBER OF SHARES

BEN M. DAIDONE

1000

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office will be 1469 Colonial Blvd., Suite 1-B, Ft. Myers, FL 33907 and the name of the initial registered agent of this corporation at that address is Ben M. Daidone. The initial principle office will be 1469 colonial Blvd., Suite 1-B, Ft. Myers, FL 33907.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer including former Officers, to the full extent permitted by law.

ARTICLE X - BYLAWS

All alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

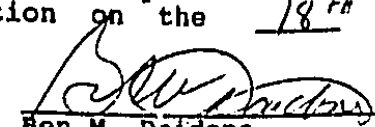
ARTICLE XI - INCORPORATORS

The name and address of the Incorporator signing these articles are:

Ben M. Daidone

2620 SE 17th Place, Cape Coral, FL
33904- Lee County

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 18th day of July, 1996.


Ben M. Daidone
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I am familiar with and accept the obligations provided for in Florida Statutes Section 607.325.

DATED this 18th day of July, 1996.


Ben M. Daidone
Registered Agent