

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PAID

NOV 18 PM 2:40

AL NOV 18 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APL _____

WALK-IN 11/18 12:00
 Will Pick Up

of N9 53547
 RE: Image Watches,
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search <u>400002007054-2</u>		
<input type="checkbox"/> Driving Record <u>-11/18/95-01019-036</u>		
<input type="checkbox"/> Document Retrieval <u>****\$70.00 ****\$70.00</u>		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 NOV 18 AM 11:34
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
IMAGE WATCHES, INC.

FILED

96 NOV 18 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE_I

NAME

The name of this corporation shall be :

IMAGE WATCHES, INC.

ARTICLE_II

PURPOSE

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

ARTICLE_III

CAPITAL_STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE_IV

INITIAL_REGISTERED_OFFICE_AND_AGENT

The street address of the initial registered office of this corporation is:

441 S STATE RD. 7 SUITE 15
MARGATE, FLORIDA 33068

and the initial registered agent of this corporation at the above address is:

STUART HOWITT

ARTICLE_V

INITIAL_PRINCIPAL_OFFICE

The initial principal office of this corporation shall be:

441 S STATE RD. 7 #15
MARGATE, FLORIDA 33068

ARTICLE_VI

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 name and address of the initial Director of this corporation is:

AMIR ZIV
441 S STATE RD 7 #15
MARGATE, FLORIDA 33068

ARTICLE_VII

INCORPORATOR

The name and address of the person signing these Articles is:

STUART HOWITT
441 S. STATE RD. 7 SUITE 15
MARGATE, FLORIDA 33068

ARTICLE_VIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE_IX
INDEMNIFICATION

The corporation shall indemnify any director or officer or former director or officer to the full extent permitted by law.

ARTICLE_X

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of November, 1996.



STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this _____ day of _____, 1996 personally appeared before me, the undersigned authority, _____, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.


Notary Public

ACCEPTANCE_BY_REGISTERED_AGENT

FILED

96 NOV 18 PM 2:40

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


STUART HOWITT
Registered Agent