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Charter Number Only

2-25-97 Litz

Requestor's Name  
Bautman + Mellinger  
Address  
100NE 84ST 2nd Floor  
Miami, FL 33138  
City State ZIP Phone  
757-5800

VALIDATION ONLY

FILED

97 FEB 26 PM 3:11

STATE OF FLORIDA  
TALLAHASSEE

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-02/26/97--01072--016  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

EFFECTIVE DATE

2-24-97

H. Watches, Inc.



Empire Toll Free: 1-800-432-3028

- ☒ Profit  
( ) NonProfit  
( ) Foreign  
( ) Limited Partnership  
( ) Reinstatement  
☒ Certified Copy  
( ) Call When Ready  
☒ Walk In
- ( ) Amendment  
( ) Dissolution  
( ) Annual Report  
( ) Reservation  
( ) Photo Copies  
( ) Call If Problem  
( ) Will Wait
- ( ) Merger  
( ) Mark  
( ) Other  
( ) Change of Registered Agent  
( ) Certificate Under Seal  
( ) After 4:30  
( ) Mail Out
- ☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

72 FEB 26 1997

RECEIVED  
96 FEB 26 PM 10:41

ARTICLES OF INCORPORATION  
OF  
H. WATCHES, INC.

FILED  
97 FEB 26 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE  
2-24-97

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is H. WATCHES, INC. and its business address is P.O. Box 681822, Miami, Florida 33168.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue one thousand (1,000), all of which shall be common shares with a par of One Dollar (\$1.00).

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE**

H. 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 P.O. Box 681822, Miami, Florida 33168, has named ROBERT L. MELLINGER located at 100 N.E. 84th Street, Miami, Dade County, Florida 33138, as its agent to accept service of process within this state.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially who shall serve until his or her successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and addresses of the initial directors of this corporation are as follows:

CLINTON L. HUTCHINSON - 4 Trent House  
Rye Hill Estate  
Peckham Rye East  
London, England SE153QJ

**ARTICLE VIII - INCORPORATOR**

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

CLINTON L. HUTCHINSON - 4 Trent House  
Rye Hill Estate  
Peckham Rye East  
London, England SE153QJ

#### ARTICLE IX - BY-LAWS

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

#### ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

CLINTON L. HUTCHINSON        -        1,000

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

#### ARTICLE XII - MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify an officer, or any former officer, to the fullest extent permitted by law.

ARTICLE XIV - AMENDMENT

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of February, 1997.

C L Hutchinson  
CLINTON L. HUTCHINSON, Incorporator

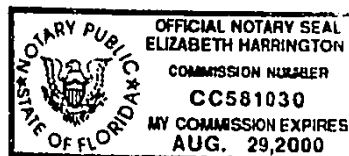
STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared CLINTON L. HUTCHINSON known to me be the person or who produced English Passport as identification, who, as Incorporator, executed the foregoing Articles of Incorporation of H. WATCHES, INC. and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 24th day of February, 1997.

Elizabeth Harrington  
NOTARY PUBLIC, State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND

FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

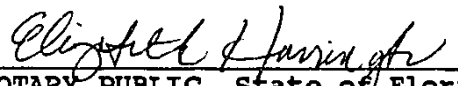
DATED THIS 24th DAY OF FEBRUARY, 1997.

  
ROBERT L. MELLINGER, Registered  
Agent

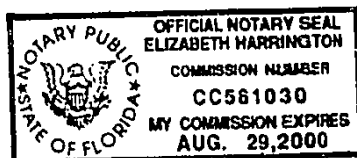
STATE OF FLORIDA     )  
                              )   SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared Robert L. Mellinger known to me or who produced \_\_\_\_\_ as identification and who executed the foregoing Acceptance of Registered Agent, and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 24th day of February, 1997.

  
NOTARY PUBLIC, State of Florida

My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA