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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: MIAMI WATCH, INC.

AUDIT NUMBER.....H97000007365

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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97 MAY -5 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MIAMI WATCH, INC.

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Miami Watch, Inc.

ARTICLE II
PURPOSE

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

ARTICLE III
STOCK

This corporation shall be authorized to issue 10,000 shares of capital stock, at a par value of \$1.00 per share. All of said stocks shall be payable in cash; property, real or personal; or labor or services in lieu of cash, at a just valuation, to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid.

ARTICLE IV
CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

Prepared by: Joseph Shomar
17439 N.W. 66th Ct.
Miami, Fl 33015
(305) 828-2284

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ARTICLE V
CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 255 E. Flagler St. # 55-56, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI
INCORPORATORS

The name and mailing address of the incorporator is as follows :

<u>NAME</u>	<u>ADDRESS</u>
WALID SALIM	Multicentro El ViÑedo, planta baja \$ 17 Valencia , Venezuela

ARTICLE VII
INITIAL BOARD OF 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 :

President : Walid Salim , Multicentro El ViÑedo, Planta Baja # 17,
Valencia , Venezuela

Secretary : Walid Salim

Treasurer : Walid Salim

ARTICLES VIII
REGISTERED AGENT

The initial registered agent of this corporation shall be : Joseph Shomar and the street address of the initial registered office of this corporation is 17439 N.W. 66 CT. Miami, FL. 33015.

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ARTICLE IX
ACCOUNTING YEAR

This corporation shall have a calendar year starting January 1st and ending December 31st.

ARTICLE X
AMENDMENTS

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

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IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 2nd day of may, 1997.




WALID SALIM

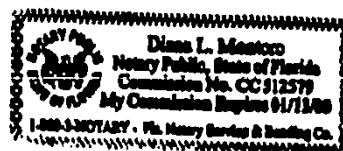
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME , the undersigned authority, personally appeared Walid Salim, who by me first duly sworn and cautioned, states that executed the foregoing Articles of Incorporation and they are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 2nd day of May, 1997.



NOTARY PUBLIC
state of Florida at large



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In pursuance of Chapter 48.091, Florida statues, the following is submitted in compliance with said act :

First—that Miami Watch, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Joseph Shomar located at 17439 N.W. 66 CT., Miami, FL. 33015 ; telephone (305) 828-2284 ; city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By: 

(Resident Agent)

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TALLAHASSEE, FLORIDA

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