



**LAW OFFICE OF
TIMOTHY C. SCHULER**

7843 Seminole Boulevard
Seminole, Florida 33772

PHONE (813) 398-0011
FAX (813) 393-5458

May 12, 1997

Secretary of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Watch-Out, Incorporated
Our File No. 97-1083

300002181383--4
-05/16/97--01071--006
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are duplicate executed Articles of Incorporation for the above-referenced corporation. Both Articles have been executed and acknowledged by the incorporator in the same manner.

Please endorse your approval of the Articles and return one copy to me with the filing information. Our check in the amount of \$70.00 is also enclosed for filing and registered agent fees.

Sincerely yours,

Timothy C. Schuler

TCS/ed
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -3 AM 10:02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

TIMOTHY C. SCHULER, ATTY.
7843 SEMINOLE BLVD.
SEMINOLE, FL 33772

SUBJECT: WATCH-OUT, INCORPORATED
Ref. Number: W97000011767

We have received your document for WATCH-OUT, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 897A00027064



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TIMOTHY C. SCHULER**

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May 12, 1997

Secretary of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Watch Busters, Incorporated
Our File No. 97-1083

Dear Sir/Madam:

Enclosed are duplicate executed Articles of Incorporation for the above-referenced corporation. Both Articles have been executed and acknowledged by the incorporator in the same manner.

Please endorse your approval of the Articles and return one copy to me with the filing information. Our check in the amount of \$70.00 was previously been sent for filing of Articles in the name of Watch-Out, which name has already been used.

Sincerely yours,

Timothy C. Schuler

TCS/lm
Enclosures

ARTICLES OF INCORPORATION

OF

WATCH BUSTERS, INCORPORATED

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DIVISION OF CORPORATIONS
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ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is WATCH BUSTERS, INCORPORATED , and its principal office or mailing address is 6503 39th Street North, Unit #230, Pinellas Park, Florida 34665.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7843 Seminole Blvd., Seminole, Florida 33772, and the name of the initial registered agent is Timothy C. Schuler.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation is:

NAME

ADDRESS

JOHN GAWRONSKI

33 Armour Place
Staten Island, NY 10309

CYNTHIA GAWRONSKI

33 Armour Place

Staten Island, NY 10309

ROB J. MORRIS

13645 86th Avenue North
Seminole, Florida 33772

ARTICLE 7: INCORPORATOR

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

NAME

ADDRESS

ROB J. MORRIS

13645 86th Avenue North
Seminole, Florida 33772

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

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

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of

Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

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

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



ROB J. MORRIS


"Incorporator"

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ACCEPTANCE BY REGISTERED AGENT

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.

Dated this 12th day of May, 1997.


TIMOTHY C. SCHULER, Registered Agent