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8/11/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS	FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY	ACCT#: 072450003255
CONTACT: RAY STORMONT	FAX #: (305)541-3770
PHONE: (305)541-3694	
NAME: SWISS SUPPLY DIRECT INCORPORATES	
AUDIT NUMBER.....H97000013112	
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1997

EMPIRE

SUBJECT: SWISS SUPPLY DIRECT, INC.
REF: W97000018473

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E97000013112
Letter Number: 497A00040627

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ARTICLES OF INCORPORATION
OF
SWISS SUPPLY DIRECT INCORPORATED

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CLERK OF COURT
STATE OF FLORIDA

ARTICLE I - NAME

The name of this corporation is SWISS SUPPLY DIRECT, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business dealing with bezels, dials, watches, diamonds, and jewelry.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.05 par value common stock which shall be designated "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 prorata 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 - INITIAL REGISTERED OFFICE AND AGENT;
PLACE OF BUSINESS

The street address of the initial principal office of this corporation is 155 South Miami Avenue, PH 1, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is Rebecca Nachlas, Esquire.

This document prepared by:
LAW OFFICES OF REBECCA NACHLAS
155 South Miami Avenue, PH 1
Miami, Florida 33130
(305) 358-0970
Fla. Bar No. 868450

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Melvyn Franks	c/o Law Offices of Rebecca Nachlas 155 South Miami Avenue, PH 1 Miami, Florida 33130

ARTICLES VIII - INCORPORATORS

The name and address of the incorporator of these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Melvyn Franks	c/o Law Offices of Rebecca Nachlas 155 South Miami Avenue, PH 1 Miami, Florida 33130

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these Articles of Incorporation on this 11 day of
August, 1997.



MELVYN FRANKS
INCORPORATOR

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OATH OF REGISTERED AGENT

The Registered Agent states:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

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REBECCA NACHLAS, Esquire
155 South Miami Avenue, PH 1
Miami, Florida 33130
(305) 358-0970
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

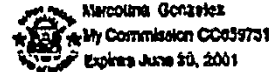
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared REBECCA NACHLAS, who is personally known to me and acknowledged before me that she accepts the duties and responsibilities of registered agent for SWISS SUPPLY DIRECT, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this _ day of August, 1997.



Notary Public

My Commission Expires:



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