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September 25, 1997

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State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: JIM'S WATCHES WHOLESALE, INC.

Dear Staff Member:

Enclosed please find the following:

An original and one copy of the Articles of Incorporation for the above-referenced company;

Designation of Registered Agent;

Our check, in the amount of \$131.25, as payment for filing of the above-mentioned documents, as well as a certified copy of same.

Upon execution of these documents, please forward them to me at your earliest convenience. In the interim, if you have any questions or concerns in this regard, please do not hesitate to contact me.

Very Truly Yours,

James Castiglione

James Castiglione

9631 SR 33rd N.

Polk City, FL 33868

Enclosures (w/check)

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
JIM'S WATCHES WHOLESALE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

JIM'S WATCHES WHOLESALE, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

This Corporation is authorized to issue a maximum of 1,000 shares at \$1.00 par value. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresidential alien.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JAMES CASTIGLIONE
9631 S.R. 33 NORTH
POLK CITY, FL 33868

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The Principal Office address is the same as the Registered Agent's address.

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ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director, initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

JAMES CASTIGLIONE, President/ Vice-President/Secretary & Treasurer
9631 S.R. 33 NORTH
POLK CITY, FL 33868

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

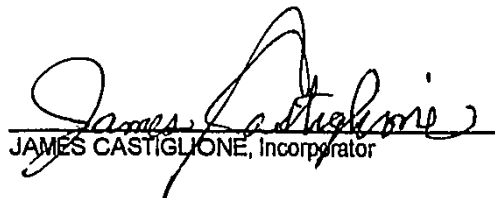
The name and street address of the person signing these Articles of Incorporation as the Incorporator:

JAMES CASTIGLIONE
9631 S.R. 33 NORTH
POLK CITY, FL 33868

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 25th day of September, 1997.

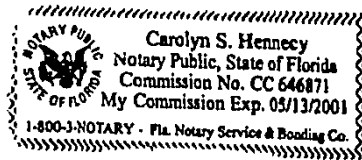

JAMES CASTIGLIONE, Incorporator

STATE OF FLORIDA)
COUNTY OF POLK)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared JAMES CASTIGLIONE, to me known to be the person/s described herein, and who executed the foregoing instrument and acknowledged before me (and who did not take an oath) that he/she executed the same.

WITNESS MY hand and official seal in the County and State last aforesaid this 25th day of September, 1997.

Carolyn S. Henneey
NOTARY PUBLIC




**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That **JIM'S WATCHES WHOLESALE, INC.** desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named **JAMES CASTIGLIONE**, whose address is 9631 S.R. 33 NORTH, City of POLK CITY, County of Polk, State of Florida, as its statutory registered agent.

Having been named statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 27th day of September, 1997.


JAMES CASTIGLIONE
JIM'S WATCHES WHOLESALE, INC.
9631 S.R. 33 NORTH
POLK CITY, FL 33868

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