

PA8000019259



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722639 123598A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : February 27, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 722639-005

CUSTOMER NO: 123598A

CUSTOMER: Charles Z. Kalchman, Esq  
CHARLES Z. KALCHMAN, ESQ

Suite 300  
2020 Northeast 163rd Street  
Miami, FL 33162

300002442683-2

DOMESTIC FILING

NAME: WATCHES-N-MOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:42

RECEIVED  
98 FEB 27 PM 12:49  
DIVISION OF CORPORATION  
2/27/98

**ARTICLES OF INCORPORATION  
OF  
WATCHES-N-MOR, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:42

ARTICLE I. NAME AND ADDRESS: The name of the Corporation is WATCHES-N-MOR, INC., and it's principal office and mailing address is 124 South Flamingo Road, Pembroke Pines, Florida 33027.

ARTICLE II. REGISTERED AGENT AND ADDRESS: The Registered Agent is MARY EDELSTEIN, and the initial registered office of the Corporation is 124 South Flamingo Road, Pembroke Pines, Florida 33027.

ARTICLE III. TERM OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator is MARY EDELSTEIN, 124 South Flamingo Road, Pembroke Pines, Florida 33027.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that

may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the Corporation, has executed these Articles of Incorporation on this 26th day of February, 1998.

By: Mary Edelstein  
MARY EDELSTEIN, Incorporator

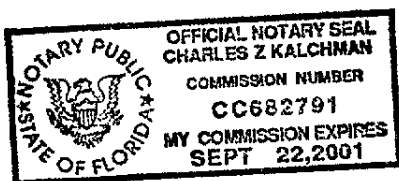
STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared, MARY EDELSTEIN, to me known to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed the same for the purpose therein expressed.

WITNESS my hand and seal at North Miami Beach, Florida on this 26th day of February, 1998.

Charles Z Kalchman  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By:

*Mary Edelstein*  
\_\_\_\_\_  
MARY EDELSTEIN

98 FEB 27 PM 1:42

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS