



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 944215 81236A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 28, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 944215-005

CUSTOMER NO: 81236A

600002627706--5
-08/28/98--01055--015
****122.50 ****122.50

CUSTOMER: Ms. Beth Prinz
WARNER FOX SEELEY & DUNGEY
ATTORNEYS, P.A.
1100 South Federal Highway
P. O. Drawer 6
Stuart, FL 34994

DOMESTIC FILING

NAME: WATCHMASTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 PM 1:37

RECEIVED
98 AUG 28 AM 11:12
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
WATCHMASTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 PM 1:37

ARTICLE I

NAME

The name of this corporation shall be: WATCHMASTERS, INC.

ARTICLE II

ADDRESS OR PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office of this corporation shall be: 205 Sevilla Street, St. Augustine Beach, FL 32084. The mailing address of this corporation shall be: Post Office Box 4169, St. Augustine, FL 32085.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV

PURPOSE

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

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

Beth Teardo Prinz
1100 S. Federal Highway
Stuart, FL 34994
(561) 287-4444
FL Bar No. 786462

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1100 S. Federal Highway, Stuart, FL 34994

The name of the initial registered agent of this corporation at that address is:

BETH TEARDO PRINZ

ARTICLE VII

DIRECTORS

This corporation shall have two directors 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 names and addresses of the initial Directors of this corporation are:

FRANK F. STUART
205 Sevilla Street
St. Augustine Beach, FL 32084

GWENDOLYN P. STUART
205 Sevilla Street
St. Augustine Beach, FL 32084

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

BETH TEARDO PRINZ
1100 S. Federal Highway
Stuart, FL 34994

ARTICLE IX
AMENDMENTS

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 shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of August, 1998.


BETH TEARDO PRINZ

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, WATCHMASTERS, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 26th day of August, 1998.


BETH TEARDO PRINZ
Registered Agent

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