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CHARLES F. CARBIENER, JR.

ATTORNEY AT LAW

September 3, 1998

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

Re: Watch By Watch, Inc.  
New Corporation Filing

Dear Sir/Madame;

I enclose two original, signed copies of the Articles of Incorporation for the above proposed new corporation which include the Certificate Designating Registered Agent and Registered Office..

Also enclosed is a check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Certification of One Copy	52.50
Designation of Registered Agent	35.00
TOTAL	<u>\$122.50</u>

Please file and return one certified copy to my office at the address below. I may be contacted between 10:00 a.m. and 5:00 p.m. at (941) 936-3883.

Sincerely,



Charles F. Carbiener, Jr.  
Attorney at law

CFC/gc

Enclosures as stated

FILED  
98 SEP 10 PM 3:17  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

WATCH BY WATCH, INC.

FILED  
98 SEP 10 PM 3:17  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

I, the undersigned natural person and resident of the State of Florida, acting as the sole incorporator of a corporation under the Florida General Corporation Act, hereby certify and adopt the following Articles of Incorporation.

I.

The name of the corporation is Watch By Watch, Inc.

The principal place of business of this corporation shall be:

4446 Tuscaloosa Street  
Fort Myers, Florida 33905

II.

The period of its duration is perpetual.

III.

The purposes of the corporation are:

1. To establish and maintain a company for the internet sale of watches, and

2. To engage in the transaction of any or all lawful business permitted under the laws of the State of Florida.

IV.

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) with a par value of One Dollar (\$1.00) each for a total capitalization of One Thousand Dollars (\$1,000.00). One class of stock shall be issued and it shall be designated as common stock.

V.

The registered agent appointed by the corporation shall be:

Charles F. Carbiener, Jr.  
Attorney at Law  
5245 Big Pine Way, Suite 103  
Fort Myers, Florida 33907

VI.

The number of directors constituting the initial board of directors is two (2), and the names and street addresses of the persons who are to serve as the directors thereof is as follows:

Name: Sherry L. Gibbs  
Address: 4446 Tuscaloosa Street  
Fort Myers, Florida 33905


Name: Steven R. Gibbs  
Address: 4446 Tuscaloosa Street  
Fort Myers, Florida 33905

VII.

The name and the street address of the sole incorporator to these Articles of Incorporation are as follows:

Name: Sherry L. Gibbs  
Address: 4446 Tuscaloosa Street  
Fort Myers, Florida 33905

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation, has executed these Articles of Incorporation this 8th day of September, 1998.

  
SHERRY L. GIBBS, Incorporator

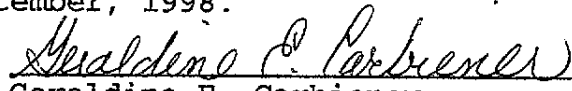
NOTARY STATEMENT

STATE OF FLORIDA )

COUNTY OF LEE )

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared Sherry L. Gibbs of Watch By Watch, Inc., to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 8th day of September, 1998.

  
Geraldine E. Carbiener  
NOTARY PUBLIC, State of Florida  
Commission No. CC371727

My commission expires: 7-18-02.

(SEAL)

CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and the registered agent, in the State of Florida.

1. The name of the corporation is Watch By Watch, Inc.
2. The street address of the principal office is:

Street Address: 4446 Tuscaloosa St.  
Fort Myers, Florida 33905

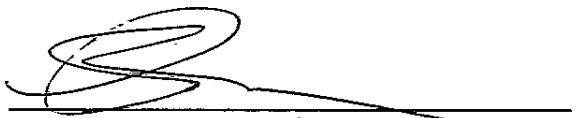
3. The name, street address and telephone number of the registered agent are:

Registered Agent: Charles F. Carbiener, Jr.  
Attorney at Law  
Street Address: 5245 Big Pine Way, Suite 103  
Fort Myers, Florida 33907  
Telephone Number: (941) 936-3883

  
SHERRY L. GIBBS, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

DATED: September 8TH, 1998.

  
Charles F. Carbiener, Jr.  
Attorney at Law