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LAW OFFICES
STEVEN A. FRANKEL, P.A.
A PROFESSIONAL ASSOCIATION
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 200
COOPER CITY, FLORIDA 33024

STEVEN A. FRANKEL
ALSO MEMBER NEW YORK BAR

(305) 432-2200
FAX (305) 437-7916

March 11, 1999

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

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-03/15/99--01143--011
****247.00 *****79.75

RE. WATCH THIS, INC. and WATCH USA., INC.

To whom it may concern:

Enclosed please find an original and one copy of the articles of incorporation for each of the above referenced corporations together with one (1) check in the amount of \$247.00 reflecting filing fees and a certified copy of the articles of incorporation for both corporations above referenced. Please forward the certified copy of the articles for both corporations as follows:

Steven A. Frankel, P.A.
3660 Washington Lane
Cooper City, Florida 33026

Thank you for your time and consideration.

Cordially,


Steven A. Frankel,

For the Firm

SAF/ms

99 MAR 15 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 19 1999

ARTICLES OF INCORPORATION
OF

WATCH THIS, INC.

The undersigned subscriber hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WATCH THIS, INC.

The principal place of business of this corporation shall be 307 Atlantic Avenue, Miami Beach, Florida 33160 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 307 Atlantic Avenue, Miami Beach, Florida 33160 and the name of the initial registered agent of the corporation at that address is STEVEN A. FRANKEL, P.A. - ATTN: STEVEN A. FRANKEL

ACKNOWLEDGMENT: Steven A. Frankel, P.A., a Florida Professional Association authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

STEVEN A. FRANKEL, P.A.

BY:

Steven A. Frankel, as Pres.

FILED
99 MAR 15 PM 3:45
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alan Amiel 307 Atlantic Avenue
President/Sec./Treasurer/Director Miami Beach, Florida 33160

Al Asher Lazimi 307 Atlantic Avenue
Vice-President/Director Miami Beach, Florida 33160

ARTICLE VII. AMENDMENT

These articles may only be amended by the vote of Shareholders holding Sixty Five (65%) Percent of the outstanding shares of the Corporation.

ARTICLE VIII. DISSOLUTION


This Corporation may only be dissolved by the unanimous vote of the Shareholders holding Sixty Five (65%) Percent Percent of the outstanding shares of the Corporation.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

STEVEN A. FRANKEL 3660 Washington Lane
Cooper City, Florida 33026

IN WITNESS WHEREOF, the undersigned has hereunto set forth his hand and seal on this 11th day of March, 1999.

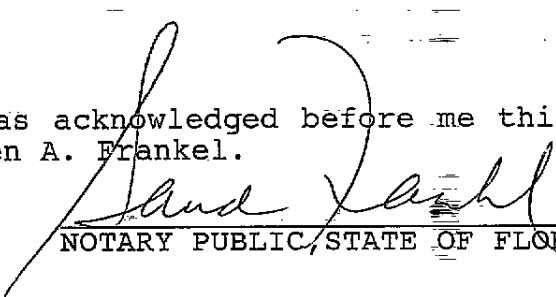

STEVEN A. FRANKEL


STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th day of March, 1999, by Steven A. Frankel.

my commission expires:


NOTARY PUBLIC, STATE OF FLORIDA

 Sandra Frankel
My Commission CC887918
Expires October 12, 2001