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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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99 JUN 16 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**WATCH OUT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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(4)

ARTICLES OF INCORPORATION

OF

WATCH OUT, INC.

ARTICLE I - NAME

The name of this Corporation is WATCH OUT, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This Corporation is authorized to issue 100 shares of stock -- (\$0.50) par value which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is KENNETH B. GOLDSMITH, ESQUIRE, 1080 99<sup>th</sup> Street, A-33, Bay Harbor Islands, Florida 33154.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director initially. The number of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Director(s) of this Corporation are:

NAME

Anne Vandelanotte  
President and Treasurer

ADDRESS

19499 NE 10<sup>th</sup> Ave., Suite 519, NMB, FL 33179

Prepared by:  
Kenneth Goldsmith  
1080 99<sup>th</sup> Street, A-33  
Bay Harbor Islands, Florida 33154  
Phone: 305.868.7063  
Florida Bar Number: 0755788

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ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered amended or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer, Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price, at which it is offered to others.

ARTICLE X - INCORPORATED

The name and address of the person signing these Articles is ANNE VANDELANOTTE, 19499 NE 10<sup>th</sup> Ave., Suite 519, NMB, FL 33179.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of June, 1999.

H. Vandelanotte  
ANNE VANDELANOTTE

STATE OF FLORIDA )  
County of DADE )

The foregoing instrument was acknowledged before me this 15 day of June, 1999, by ANNE VANDELANOTTE, who personally appeared before me at the time of notarization and is personally known to me and who did take an oath.

NOTARY PUBLIC

Kenneth B. Goldsmith  
Kenneth B. Goldsmith  
Notary Public State of Florida

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KENNETH GOLDSMITH  
My Commission C0834644  
Expires Feb. 21, 2000

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted.

That WATCH OUT, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 19499 NE 10<sup>th</sup> Ave., Suite 519, NMB, FL 33179, has named KENNETH B. GOLDSMITH, ESQUIRE, as its agent to accept process within Florida.

DATED: 6/16/99

  
KENNETH B. GOLDSMITH

Having been named to accept service of process for the above named corporation at 1080 99<sup>th</sup> Street, A-33 Bay Harbor Islands, FL 33154, I hereby agree to act in this capacity and I further agree to comply with the provisions of all state statutes relative to the proper performance of my duties.

  
KENNETH B. GOLDSMITH

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 16 day of June, 1999, by KENNETH GOLDSMITH, who personally appeared before me at the time of notarization and is personally known to me and who did take an oath.

NOTARY PUBLIC:

  
J. L. Morales  
Notary Public State of Florida



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