

Division of Corporations

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P99000058046

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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

From: Account Name : WILLIAM J. STRANGE
Account Number : I19980000052
Phone : (305) 223-0444
Fax Number : (305) 225-8698

FLORIDA PROFIT CORPORATION OR P.A.

WATCH AND SUNGLASS DEPOT, INC.

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ARTICLE OF INCORPORATION
OF

WATCH AND SUNGLASS DEPOT, INC.

The undersigned Incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WATCH AND SUNGLASS DEPOT, INC.

The principal place of business of this corporation shall be:

135 EAST FLAGLER STREET
MIAMI, FLORIDA 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregated number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

SHARES #	PAR VALUE	STOCK DESCRIPTION
50	\$1.00	Common Stock

ARTICLE IV TERM OF EXISTENCE

WILLIAM J. STRANGE
9586 S.W. 6TH LANE MIAMI, FLORIDA 33174
PHONE # 305-223-0444
FAX # 305-225-8698

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This corporation shall have perpetual existence.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

BOARD OF DIRECTORS:

OFFICER'S TITLE	NAME	ADDRESS
President:	Graciela Yeyati	225 West Heather Drive Key Biscayne, Fl 33149
Secretary:	Nestor Yeyati	225 West Heather Drive Key Biscayne, Fl 33149
Treasury:	Nestor Yeyati	225 West Heather Drive Key Biscayne, Fl 33149

ARTICLE VI

The name and post office addresses of each of the subscribers to this certificate of incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARE
Nestor Yeyati	225 West Heather Drive Key Biscayne, Fl 33149	25
Graciela Yeyati	225 West Heather Drive Key Biscayne, Fl 33149	25

SUBSCRIBER:

Nestor Yeyati

Graciela Yeyati

WILLIAM J. STRANGE
9586 S.W. 6TH LANE MIAMI, FLORIDA 33174
PHONE # 305-223-0444
FAX # 305-225-8698

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ARTICLE VII INCORPORATOR(S)

The name(s) and the street address(es) of the Incorporator(s) to this articles of incorporation is (are):

NAME

Graciela Yeyati

ADDRESS

225 West Heather Drive
Key Biscayne, Fl 33149

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have)
executed these Articles of Incorporation this 25
day of June, 1999.

Signature(s) of Incorporator(s)

Graciela Yeyati

WILLIAM J. STRANGE
9586 S.W. 6TH LANE MIAMI, FLORIDA 33174
PHONE # 305-223-0444
FAX # 305-225-8698

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

WATCH AND SUNGLASS DEPOT, INC.

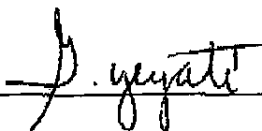
2. The name and address of the registered agent and office is:

NAME

Graciela Yeyati

ADDRESS225 West Heather Drive
Key Biscayne, Fl 33149

SIGNATURE



TITLE

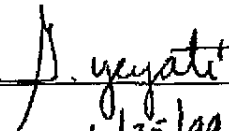
President

DATE

6/25/99

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, FLORIDA STATUTES.

SIGNATURE



DATE

6/25/99

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TALLAHASSEE, FLORIDA

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