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Florida Department of State
Division of Corporations
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From:

Account Name : DAVID TORCHIN, C.P.A., P.A.
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SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

A & M Watches and Jewelry, Inc.

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FAX AUDIT NUMBER:

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ARTICLES OF INCORPORATION
OF

A & M Watches and Jewelry, Inc.

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

ARTICLE I NAME

The name of the corporation shall be:

A & M Watches and Jewelry, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

Mailing Address:

**18200 NW 27th Avenue
Miami, FL 33056**

**8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726**

Phone Number: **305-625-8085**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Jay Borsky
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726**

Prepared By:

**David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
Fax: (954) 472-0067**

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are):

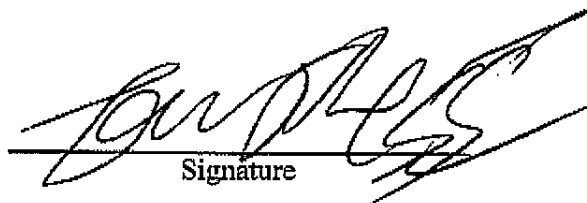
President

Tomer Pessi

5554 SW 28th Terr.

Ft. Lauderdale, FL 33312

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28 day of June, 1999.


Signature

Signature

Prepared By:

David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
Fax: (954) 472-0067

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

A & M Watches and Jewelry, Inc.

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

Jay Borsky
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Signature

06/28/99

Date

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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