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TRANSMITTAL LETTER

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

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-08/18/00--01031--017
*****78.75 *****78.75

SUBJECT:

Spellbound Creations, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Leonard D. DuBoff

Name (Printed or typed)

6665 SW Hampton St., 2nd Floor

Address

Portland, Oregon 97223-8357

City, State & Zip

(503) 968-8111

Daytime Telephone number

FILED
00 AUG 18 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

8-23
WC

**ARTICLES OF INCORPORATION
OF
SPELLBOUND CREATIONS, INC.**

FILED
00 AUG 18 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person over the age of eighteen (18) years, and acting as incorporator under the Florida Statutes, does hereby make and subscribe the following Articles of Incorporation in duplicate.

ARTICLE I

The name of the corporation is Spellbound Creations, Inc.

ARTICLE II

The principal place of business of the corporation is 28205 Mango Drive, Bonita Springs, Florida 34134. The mailing address of the corporation is P. O. Box 61205, Fort Meyers, Florida 33906.

ARTICLE III

The purposes for which this corporation is organized are as follows: the creation, design and manufacturing of jewelry and the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The total number of shares which this corporation is authorized to issue is One Thousand (1,000) shares with no par value.

ARTICLE V

The address of the Registered Office and the mailing address of the corporation until an annual report is filed is 28205 Mango Drive, Bonita Springs, Florida 34134. The name of the initial Registered Agent at said address is Earl Grenfell. The address where notices may be sent is the same.

ARTICLE VI

The name and address of the incorporator is:

Leonard D. DuBoff
DuBoff, Dorband, Cushing & King, PLLC
Hampton Oaks - Second Floor
6665 SW Hampton Street
Portland, Oregon 97223

ARTICLE VII

Each director, officer, employee or agent of the corporation, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, shall be indemnified by the corporation against all liability, costs and expenses including but not limited to attorney's fees and costs, reasonably imposed upon or incurred by him/her in connection with or arising out of any action, suit, proceeding or appeal in which (s)he may be involved or to which (s)he may be a party by reason of his/her being or having been a director, officer, employee or agent of the corporation, such expenses to include the cost of reasonable settlement, including but not limited to attorney's fees and costs (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation; provided that such director or officer or person shall not be entitled to such indemnification in relation to matters as to which (s)he

shall be finally adjudged in such suit, action, proceeding or appeal to be liable for negligence or misconduct in the performance of duty to the corporation, or liable for improperly receiving personal benefit. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled to as a matter of law. The corporation shall have the right to indemnify its directors and officers to the fullest extent permitted by law or by contract. The corporation may pay for or reimburse any reasonable expense incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding; provided that the director furnish both a written affirmation of his/her good faith belief that (s)he met with the appropriate standard of conduct as required by law and a written undertaking, either personally or on his/her behalf, that the advance will be repaid if it is ultimately determined that the director did not meet the proper standard of conduct.

ARTICLE VIII

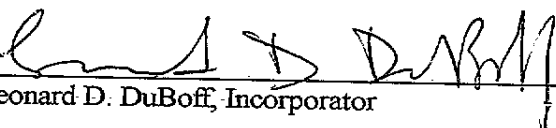
A director's personal liability to the corporation or its shareholders for monetary damages is eliminated for any act or omission committed as a director occurring after the effective date of these Articles; provided that the personal liability of a director is not eliminated for:

- (1) Any breach of the director's duty of loyalty to the corporation or to its shareholders;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution; or
- (4) Any transaction from which the director derived an improper personal benefit.

If the Florida Statutes hereafter are amended to authorize further elimination or limitation of the liability of the directors provided herein, then the liability of a director of the corporation,

shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

DATED this 24th day of July, 2000.


Leonard D. DuBoff, Incorporator

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CONSENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Earl Grenfell

Earl Grenfell, Registered Agent

Date

7-18-00

Leonard D. DuBoff

Leonard D. DuBoff, Incorporator

Date

7-24-00

FILED
00 AUG 18 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA