

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Charmed Holding, Inc

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Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

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Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search **J. BRYAN AUG 23 2001**

UCC 11 Retrieval _____

Courier _____

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DIVISION OF CORPORATION

Signature _____

Requested by: **KC 8/23**

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
CHARMED HOLDING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

CHARMED HOLDING, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the businesses to be transacted by this corporation shall include, but not limited to:

- (a) Jewelry store;
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- (c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of

corporate property of other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, debentures, notes, trusts, receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by a governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and note thereon, and to do any all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

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

7500 shares of common stock with a par value of \$1.00.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

The capital stock is being issued pursuant to section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein reference and made a part hereof.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

INITIAL REGISTERED OFFICE AND

REGISTERED AGENT

The street address of the initial registered offices of this corporation is 2230 Suntrust International Center, 1 Southeast 3rd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Andrew W. Horn, Esq. The Board of Directors may, from time to time, move the registered office to any other addresses in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract of other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that

any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation may vote at said meeting to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of the other corporation(s) or not so interested.

ARTICLE VII. INITIAL DIRECTOR AND OFFICER

The names and street addresses of the initial directors and initial officers of this corporation are:

Robert Witek (President/Vice-President/Secretary/Treasurer/Director)
One S.E. 3rd Avenue, Suite 2230
Miami, Florida 33131

ARTICLE VIII. INCORPORATORS

The name and street address of the Incorporator, being subscriber of these Articles of Incorporation is:

Mr. Robert Witek
One S.E. 3rd Avenue, Suite 2230
Miami, Florida 33131

ARTICLE IX. CORPORATION'S PRINCIPAL OFFICE

The principal office of the corporation is One S.E. 3rd Avenue, Suite 2230, Miami, Florida 33131. The office of the registered agent of the corporation is located at 2230 Suntrust International Center, 1 Southeast 3rd Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 21 of AUGUST, 2001.

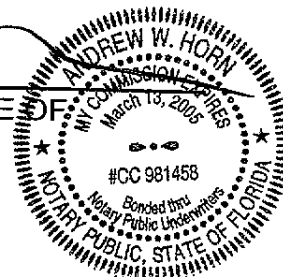

Mr. Robert Witek

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **MR. ROBERT WITEK**, who is personally known to me to be the person who executed the foregoing Articles of Incorporation or who produced the following identification _____ and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of _____, 2001.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



My commission expires:

Articles of Incorporation
Charmed Holding, Inc.
Page 7

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--THAT CHARMED HOLDING, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF MIAMI, One S.E. 3RD Avenue, Suite 2230, Miami, Florida 33131.

STATE OF FLORIDA, HAS NAMED

ANDREW W. HORN, ESQ.
(Name of Registered Agent)

2230 Suntrust International Center, 1 S.E. 3rd Avenue
(Street Address and Number of Building)
(P.O. Box Addresses are not acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO
(City)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE

[Signature]
PRESIDENT MR. ROBERT WITEK

TITLE

PRESIDENT

DATE

August 20, 2001

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.

SIGNATURE

[Signature]
ANDREW W. HORN, ESQ.

DATE

August 20, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA