

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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RE: *Spellbinder*

No 52504

FILED

96 MAR -5 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
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☐ Corporate Kit
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☐ Driving Record
☐ Document Retrieval

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☐ UCC 11 Retrieval
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SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

REQUEST TAKEN CONFIRMED APPROVED

DATE *3/5* TIME *10:30* CK No. _____

BY *DJ* _____

WALK-IN
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
SPELLBINDER PRODUCTIONS, INC.

FILED
96 MAR -5 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation is Spellbinder Productions, Inc.

ARTICLE II.

DURATION

The duration of the corporation is perpetual. The corporate existence of this corporation shall commence on the date of filing these Articles.

ARTICLE III.

BUSINESS OBJECTS OR PURPOSES

1. The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be in any lawful activity permitted by the State, including but not limited to the holding and managing of real property, to include the employment of persons to carry out the aforementioned purposes.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other lawful trade or business which can be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV.

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue shall be Twenty Million (20,000,000) shares at .001 par value common capital stock and Ten Million (10,000,000) shares at .001 par value preferred capital stock. All or part of the said capital stock may be paid for in cash, property or in labor and services, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V.

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business with will not be less than Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE VI.

ADDRESS

The address of the principal place of business for the new corporation is: 4400 W Sample Road #140, Coconut Creek, Florida 33073.

The corporation shall have the power to change the location of the principal office and to establish branch offices at any other location within or without the State of Florida, as may be deemed and determined expedient.

ARTICLE VII.

DIRECTORS

The number of director(s) constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
David Howe	4400 W Sample Road, #140 Coconut Creek, FL 33073

ARTICLE VIII.

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
David Howe	4400 W Sample Road, #140 Coconut Creek, FL 33073

ARTICLE IX.

BY-LAWS

1. The power to adopt the by-laws of this corporation, to alter, amend, or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

2. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the payment or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of this State or the United States applicable law.

ARTICLE X.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be at 2212 East 4th Ave., Tampa, Florida 33605; Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023 and the initial registered agent of the corporation at such address is Walter H. C. Drakeford.

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has hereto affixed his name and respective seal this 4/1 day of March, 1996.

David Howe
DAVID HOWE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, an Officer duly authorized to administer oaths and take acknowledgments, David Howe who is personally known to me and known as the person described in and who executed the foregoing Articles of Incorporation, as the incorporator, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Tampa, in said County and State aforesaid, this 4/1 day of March, 1996.

Michael S. Charles
NOTARY PUBLIC

MY COMMISSION EXPIRES:



MICHAEL S. CHARLES
COMMISSION # 409348
EXPIRES SEP 22, 1998

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THIS SERVICE
OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that Spellbinder Productions, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named Walter H. C. Drakeford 2212 East 4th Ave., Tampa, Florida 33605; Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023 as its agent to accept service of process within this State.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named to accept service of process for the above named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provisions of said Act relative to keeping open said office.

By


Walter H. C. Drakeford

P96000020099

AUG-06-1996 13:10 FROM: ATLAS PEARLMAN PA

ID: 0647007000

PAGE 14/10

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] ☐ COMPUSER ☐ MENU ☐ 0:14:50 ☐ 12:54p ☐ Capture Off

8/05/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

12:39 PM

((H96000010820))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

DEPARTMENT OF STATE

PO BOX 14610

STATE OF FLORIDA

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-4610

TALLAHASSEE, FL 32399

CONTACT: BEVERLY F BRYAN

FAX: (904) 922-4000

PHONE: (305) 763-1200

FAX: (305) 523-1952

((H96000010820))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: SPELLBINDER PRODUCTIONS, INC.

FAX AUDIT NUMBER: H96000010820

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/05/1996

TIME REQUESTED: 12:39:17

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076247002423

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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Handwritten: 08/05/96

08/05/96 12:54 PM
08/05/96

FILED
08/05/96

JUL 10 '96 01:53PM

P.2

H96000010820

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338
ATLAS, PEARLMAN, TROP & BORKSON, P.A.

200 EAST LAS OLAS BOULEVARD, SUITE 1900

ARTICLES OF AMENDMENT FT. LAUDERDALE, FL 33301

TO

PHONE NO.: (954) 763-1200

ARTICLES OF INCORPORATION
OF

SPELLBINDER PRODUCTIONS, INC.

(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

Article VII - amended to delete David Hove as Director and
add Paul Haynes as Director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 5, 1996

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FILED
JUL 10 1996
FBI - MIAMI

JUL 18 '96 01:55PM

P.3

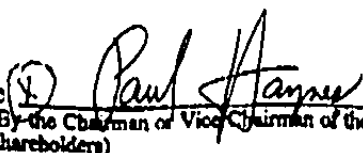
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FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 16th of July, 1996

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Paul Haynes

Typed or printed name

President

Title

H96000010820