

FOI 00000020 39⁶

George

~~State~~

Jones

Requester's Name

1221 Brickell Ave. Ste 900

Address

Miami, FL 33131

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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-03/29/01-01106-004

*****70.00 *****70.00

601-7304

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

01 APR 17 PM 3:25

FILED

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4/17

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 2001

GEORGE JONES
1221 BRICKELL AVE., STE 900
MIAMI, FL 33131

SUBJECT: CLEO INC
Ref. Number: W01000007304

We have received your document for CLEO INC and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 401A00019438

FILED
APR 17 PM 8:25
TALLAHASSEE, FLORIDA

C L E O

April 12, 2001

Mike Mayes
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Mr. Mayes:

We are aware that the name CLEO INC. has been taken in the State of Florida. Thus, by a meeting of the Board of Directors on April 10, 2001 we adopt to use the name CLEO FOUNDATION INC. in the State of Florida.

Thank You,



George Jones
President

FILED

01 APR 17 PM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

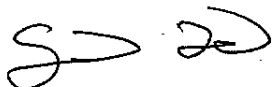
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CLEO INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 52-2283928
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 3, 1990 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1221 Brickell Ave., Suite 900, Miami, Florida 33131
(Principal office address)
4250 Glencoe Ave, Suite 1323, Venice, CA 90292
(Current mailing address)
8. entertainment marketing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: George Jones
- Office Address: 1221 Brickell Ave. Suite 900
Miami, Florida 33131, Florida 33131
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: George Jones

Address: 1221 Brickell Ave., Suite 900, Miami, FL 33131

Vice Chairman: Stephen Davis

Address: 3000 Parkway Street, Cheverly, MD 20785

Director: Morgan Washington

Address: 10530 Hickory Ridge Rd., Columbia, MD 21044

Director: Shawna Kallen

Address: 3857 Hampton Drive, #482, Beverly Hills, CA 90210

B. OFFICERS

President: George Jones

Address: 1221 Brickell Ave., Suite 900, Miami, FL 33131

Vice President: Kenyon Clark

Address: 801 Brickell Ave, Suite 300, Miami, FL 33131

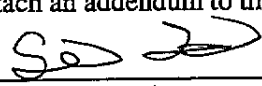
Secretary: Robert Garcia

Address: 211 East 53rd St., #183, New York, New York 10019

Treasurer: Lenny Ruiz

Address: 8573 Ave. of the Americas, New York, New York 10018

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George Jones-Chairman
(Typed or printed name and capacity of person signing application)

FILED
01 APR 17 PM 3:25
SECURITY DIVISION
FBI - MIAMI

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEO INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 2001.

FILED
01 APR 17 PM 8:25
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1030674

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DATE: 03-19-01