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Requester's Name

Cleopatra Corporation
6500 Sevest ct
Tampa FL 33625

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JAN -7 8 55

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

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NEW FILINGS

AMENDMENTS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report
- Fictitious Name

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLEOPATRA CORPORATION

* * * * *

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be ---

CLEOPATRA CORPORATION

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is GENERAL POWERS, and any other activities or business permitted under the laws of the United States and the State of Florida.

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 kind, class, surety, express, railroad, canal, telegraph, telephone, or association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortcemetery company, a building and loan association, mutual fire insurance gage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida, and all other states and countries.

To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

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

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is TWINTY BILLION SHARES (20,000,000,000) COMMON STOCK AT \$46.00 PAR VALUE.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is 6509 Secrest Court, Tampa, Hillsborough County, Florida. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida or United States or country.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - BOARD OF DIRECTORS/OFFICERS

The names and street addresses of the members of the first Board of Directors/Officers are:

DONALD J. E. MILLER, JR./- PRESIDENT/SECRETARY/TREASURER
6509 Secrest Court
Tampa, Florida 33625

ARTICLE IX - SUBSCRIBERS

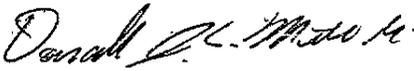
The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of consideration therefore are:

NAME AND ADDRESS	SHARES	CONSIDERATION
DONALD J. E. MILLER, JR. 6509 Secrest Court Tampa, Florida 33625	6,500,000,000	\$46.00/Share
MAGMA INVESTMENTS 6509 Secrest Court Tampa, Florida 33625	3,500,000,000	\$46.00/Share

ARTICLE X - REGISTERED AGENT

The initial designation of the registered office of this Corporation shall be: 6509 Secrest Court, Tampa, Hillsborough County, Florida 33625.

Pursuant to Florida Statutes, Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


DONALD J. E. MILLER, JR.
REGISTERED AGENT

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We, the Subscribers above named have hereunto set our hands and seals this _____

A handwritten signature in cursive script, appearing to read "Donald J. E. Miller, Jr.", written in dark ink.

DONALD J. E. MILLER, JR.