

P00000112436

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To: Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CLEOPATRA SPA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
CLEOPATRA SPA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **CLEOPATRA SPA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 300 Bay View Drive, Suite 2007, Sunny Isles Beach, FL 33160.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: PURPOSE OF CORPORATION

This Corporation may engage or transact in any or all lawful activities or business permitted under Laws of the United States, the State of Florida, or any other state, country, territory or nation.

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ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Regina Kipnis, 300 Bay View Drive, Suite 2007, Sunny Isles Beach, FL 33160.

ARTICLE VI: INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Incorporator's Name

Street Address

REGINA KIPNIS

230-174th Street, Suite 916
Sunny Isles Beach, FL 33160

MARINA SERGOVA

300 Bay View Drive, Suite 2007
Sunny Isles Beach, FL 33160

The undersigned incorporators have executed these Articles of Incorporation this 7th day of December, 2000.

Regina Kipnis
REGINA KIPNIS


MARINA SERGOVA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is **CLEOPATRA SPA, INC.**
2. The name and address of the registered agent and office is:

**REGINA KIPNIS
300 BAY VIEW DRIVE, SUITE 2007
SUNNY ISLES BEACH, FL 33160**

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

Regina Kipnis
REGINA KIPNIS

December 7, 2000
December 7, 2000

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