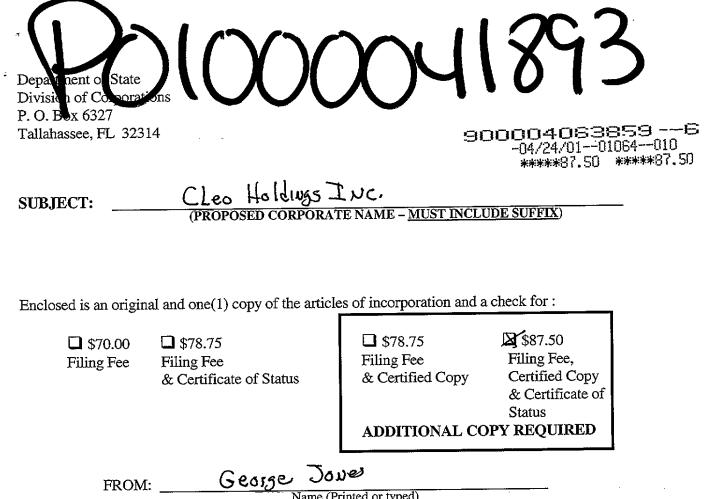
TRANSMITTAL LETTER



MIAMI, Florida 33131

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

7/

ARTICLES OF INCORPORATION FOR CLEO HOLDINGS INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I: The name of the corporation shall be: CLEO HOLDINGS INC.

ARTICLE II: The principal place of business/mailing address is: 1221 Brickell Ave, Suite 900, Miami, Florida 33131.

ARTICLE III: The purpose of the corporation is organized is: entertainment marketing.

ARTICLE IV: The number of shares of stock that this corporation is authorized to have is 1,000 shares.

ARTICLE V:

ARTICLE VI The name and Florida street address of the registered agent is: George Jones, 1221 Brickell Ave., Suite 900, Miami, Florida 33131

ARTICLE VII: The Incorporator is George Jones who resides at 1221 Brickell Ave., Suite 900, Miami, Florida 33131.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

ature/Incorporator