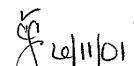


TRANSMITTAL LETTER

Department of State Division of Corporat P.O. Box 6327 Tallahassee, FL 32	tions	·.
Enclosed is an original for \$\cappa \cappa \cappa \frac{\cappa \cappa \ca		
FROM:	Bitth Verenicu Quadua Name (printed or typed) 418 SAUCTUBEU OVE DRIVE Address No.th Polm Beach, 71. 334 City, State, & Zip (561) 434-911 Telephone Number	
2544 WOI-	10293	

Note: Please provide the original and one copy of the Articles.





FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

DOLUMIT PM 1:08

May 17, 2001

CLEO'S, INC. 2ND MIALING 4290 10TH AVENUE NORTH SUITE 103 LAKE WORTH, FL 33461

SUBJECT: CLEO'S, INC. Ref. Number: W01000010293

We have received your document for CLEO'S, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

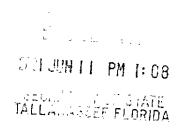
If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 701A00027043



Secretary of State



May 7, 2001

BITIA VERONICA QUAGLIA 418 SANCTUARY COVE DRIVE NORTH PALM BEACH, FL 33410

SUBJECT: CLEO'S, INC. Ref. Number: W01000010293

We have received your document for CLEO'S, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

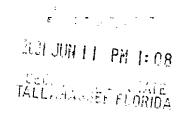
If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 701A00027043

ARTICLES OF INCORPORATION

OF



CLEO'S QUEEN, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be CLEO'S QUEEN, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be to be in the field of home business cleaning as well as import/export.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, as follows: 50% of the shares to President and 50% to the Vice-President.

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is: 814 Sanctuary Cove Drive, North Palm Beach, Fl. 33410 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Bitia Veronica Quaglia (President) 814 Sanctuary Cove Drive, North Palm Beach, Fl. 33410

Miriam Patricia Moscoso (Vice-President) 814 Sanctuary Cove Drive, North Palm Beach, Fl. 33410

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles is:

BITIA VERONICA QUAGLIA

814 Sanctuary Cove Drive North Palm Beach, Fl. 33410

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Bitia Veronica Quaglia 814 Sanctuary Cove Drive North Palm Beach, Fl. 33410

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 5 day of CLUDE. 2001.

BITIA-VERONICA QUAGLIA

STATE OF FLORIDA

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared BITIA VERONICA QUAGLIA Who after being first duly sworn, deposes and states, that she signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 540 da

of UNE, 2001

NOTARY PUBLIC

My commission expires:



2031 JUNI 1 PH 1:09

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT /REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

- 1. The name of the corporation is: CLEO'S QUEEN, INC.
- 2. The name and address of the registered agent and office is:

BITIA VERONICA QUAGLIA 814 Sanctuary Cove Drive North Palm Beach, Fl. 33410

I HAVE 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.

BLHA VERONICA QUAGLIA/ REGISTERED AGENT