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Florida Department of State
Division of Corporations
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

cleo investments, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF
CLEO INVESTMENTS, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Cleo Investments, Inc.

ARTICLE TWO

Corporate existence is perpetual.

ARTICLE THREE

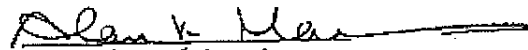
The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The corporation shall have the authority to issue 500 shares, all in one class, \$1.00 per value.

ARTICLE FIVE

The address of its initial registered office in 1320 S. Dixie Highway, Suite 1045, Coral Gables, FL 33146 and the name of its initial registered agent is Alan K. Marcus, Esquire. The initial Registered Agent who by his signature below accepts this appointment of Registered Agent for service of process on this corporation.


As Registered Agent

The principal office and mailing office of the corporation shall be 1320 S. Dixie Highway, Suite 1045, Coral Gables, FL 33146.

ARTICLE SIX

The number of directors constituting the initial Board of Directors is one (1), whose name and address is:

Alan K. Marcus

1320 S. Dixie Highway, Suite 1045
Coral Gables, FL 33146

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ARTICLE SEVEN

The name and address of the incorporator is Alan K. Marcus, 1320 S. Dixie Highway, Suite 1045, Coral Gables, FL 33146.

ARTICLE EIGHT

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

Dated this 16th day of July, 2002.

Alan K. Marcus
Alan K. Marcus

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Alan K. Marcus who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 16 day of July 2002.

Lillian Baker
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Lillian Baker
Commission #100002871
Expires Feb. 20, 2005
Bonded Through
Atlantic Bonding Co., Inc.

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