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****140.00 *****70.00

USA Corporate Services Inc.

Worldwide Corporation & Information/Financial Services
170 Washington Avenue, Albany, NY 12210 USA
USA/Canada (800) 888-4360 • (518) 433-1400
fax (518) 433-1489

October 20, 1997

Florida Department Of State
Division Of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, Fl 32399
(904-487-6000)

To Whom It May Concern:

Enclosed please find the following Certificates of Incorporation for:

KLINGON REAL ESTATE INC.
KLEOKATRA ENTERTAINMENT INC.

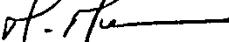
Enclosed please find one (1) checks totaling \$140.00 to cover all costs for the incorporation:

\$70.00 (x2) Disbursement for Secretary of State

Please file on an expedited basis and return proof of filing to me via Standard Overnight
Fedex our #164580776.

If you have any questions, please contact this office at (800) 888-4360. As always, thank you
for your assistance in this matter.

Very truly yours,


M. Mercedes
Encl.

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Articles of Incorporation



KLEOKATRA ENTERTAINMENT INC.

It Is Hereby Certified That:

1. The name of the corporation is: **KLEOKATRA ENTERTAINMENT INC.**

2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporations formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

Wendell A. Clarke 2139 University Drive Ste.287 Coral Springs, FL 33071

4. The mailing address and principal place of business of the corporation is:

2139 University Drive Ste.287 Coral Springs, FL 33071

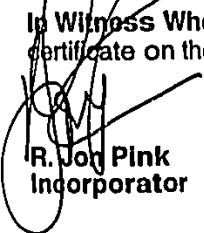
5. The aggregate number of shares which the corporation shall be authorized to issue is 1,000 with no par value.

6. The name and address of the incorporator is:

R. Jon Pink 170 Washington Avenue Albany, NY 12210

7. The corporation is to exist perpetually.

In Witness Whereof, the undersigned incorporator, being over the age of 21, has executed this certificate on the 16th day of October, 1997.


R. Jon Pink
Incorporator

Acceptance of Appointment as Registered Agent

I, Wendell A. Clarke, do hereby accept appointment as registered agent of KLEOKATRA ENTERTAINMENT INC. and am familiar with the provisions of section 607.325 of the Florida General Corporation Act.

Dated: October 15, 1997

X Wendell A. Clarke

Wendell A. Clarke
Registered Agent

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FBI
U.S. DEPT. OF JUSTICE
WFO