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ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

FACSIMILE (561) 833-2261

FROM BROWARD (954) 421-1540

December 21, 1999

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
WARREN D. HAYES, SR.
GENE D. LIPSCHER
STUART J. HAFT

FORT LAUDERDALE OFFICE

1600 S.E. 17TH STREET CAUSEWAY

SUITE 404

FORT LAUDERDALE, FLORIDA 33316

(954) 767-0215

FACSIMILE (954) 761-7644

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000003079010--9
-12/23/99-01033--004
*****70.00 *****70.00

Re: E-Ventures Corp.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced company, along with a check for \$70.00 to cover the filing fee and registered agent fee. Please file the original and return a stamped copy to me at your earliest convenience.

Sincerely,

ALLEY, MAASS, ROGERS
& LINDSAY, P.A.

BY:

Louis L. Hamby III
LOUIS L. HAMBY III

LLH III/cr

Enc.

cc: John Atanasio

EFFECTIVE DATE
12-21-99

FILED
99 DEC 23 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 11 2000

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

FACSIMILE (561) 833-2261

FROM BROWARD (954) 421-1540

January 6, 2000

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
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1600 S.E. 17TH STREET CAUSEWAY
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FORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
FACSIMILE (954) 761-7644

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: E-Ventures Corp.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced company, along with a copy of your December 30th letter addressing the alleged similiarity of this proposed name to the name of another recently dissolved company. We do not think the names are similar or that this will pose any problem for our client and would ask that you file the enclosed articles at your earliest convenience and return a filed copy to us for our files.

Sincerely,

ALLEY, MAASS, ROGERS
& LINDSAY, P.A.

BY: 
LOUIS L. HAMBY III

LLH III/cr
Enc.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 30, 1999

LOUIS L. HAMBY III
ALLEY, MAASS, ROGERS & LINDSAY, P.A.
P.O. BOX 431
PALM BEACH, FL 33480-0431

SUBJECT: E-VENTURES CORP.
Ref. Number: W99000029749

We have received your document for E-VENTURES CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 999A00060838

EFFECTIVE DATE
12-21-99

ARTICLES OF INCORPORATION
OF
E-VENTURES CORP.

FILED
99 DEC 23 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is E-VENTURES CORP.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000,000 shares of common stock.

Article V - Principal Office; Mailing Address

The street address of the principal office and mailing address of the corporation is 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Louis L. Hamby III.

Article VII - Incorporator

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

Louis L. Hamby III
321 Royal Poinciana Plaza
Palm Beach, FL 33480

Article VIII - Indemnification

The corporation shall indemnify the incorporator and any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of December, 1999.

Louis L. Hamby III
Louis L. Hamby III

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of December, 1999, by Louis L. Hamby III, Incorporator.

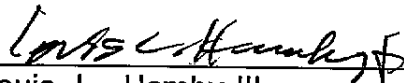


Cynthia L. Rush
Notary Public, State of Florida
Cynthia L. Rush
Printed Name of Notary Public
Commission #: _____

Personally Known ✓ or Produced Identification _____
Type of Identification Produced _____

Acceptance of Designation

The undersigned, Louis L. Hamby III, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.



Louis L. Hamby III

FILED
99 DEC 23 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA