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Lass Accounting & Business
Services
4974 N. University Dr
Lauderhill, FL 33351

(Address)

(City/State/Zip/Phone #)

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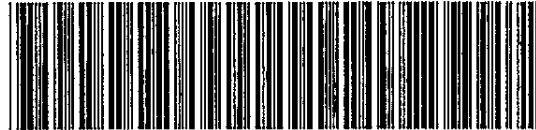
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W04-15454
OK 4/21



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2004

LASS ACCOUNTING & BUSINESS SERVICES
4974 N. UNIVERSITY DR.
LAUDERHILL, FL 33351

SUBJECT: VENTURE CAPITAL INC.
Ref. Number: W04000015454

We have received your document for VENTURE CAPITAL INC. and your check(s) totaling \$78.75. 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) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 004A00026469

Articles of Incorporation of:

VENTURE CAPITAL ELITE, INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

Article I

The name of this corporation shall VENTURE CAPITAL ELITE, INC.

And its principal place of business shall be in South Florida with the right to change and move said principal place of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

Article II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

Article III

The total authorized capital stock of this corporation shall be one thousand shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

Article IV

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

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Article V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

Article VI

The initial address of the principal office of the corporation shall be
7405 NW 44TH STREET #1508
LAUDERHILL FL 33319

Article VII

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5)

Article VIII

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

WILLIAM WILSON. -PRESIDENT
7405 NW 44TH STREET #1508
LAUDERHILL FL,33319

Article IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for it's indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

Article X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter or repeal By-Laws shall be vested in the shareholders.

Article XI

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

<i>Name</i>	<i>Number of Shares</i>
WILLIAM WILSON. - President	1000

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to another person unless approved by the President of the corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

Article XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt request, giving five (5) days written Notice.

Article XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XIV

RIGHT OF SHAREHOLDER DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

Article XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

Article XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the president of this corporation.

Article XVII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

Article XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

Article XX

IDENTIFICATION

The corporation shall identify any officer or Director, or any former Officer or Director to the full extent permitted by law.

Article XXI

AMENDMENT

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 shareholders is subject to this reservation.

Article XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

**4974 N. UNIVERSITY DRIVE
LAUDERHILL, FL. 33351**

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CLERK OF DISTRICT COURT
NORTH DAKOTA


Article XXIII

The name and address to the subscriber to these Articles is:

**Ruth Liverpool
Lass Accounting & Business Services Inc.
4974 N. UNIVERSITY DRIVE,
LAUDERHILL, FL. 33351**

Article XXIV

*The Registered Agent of this corporation is **Ruth Liverpool**. The above named Subscriber and Registered Agent hereunto set my hand and seal this 1st day of July, 2003. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.*



Registered Office Address

**4974 N. UNIVERSITY DRIVE
LAUDERHILL, FL. 33351**