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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LEAD GENERATION GROUP, INC.

Certificate of Status	0
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JS 8/30/05
Merger
8/30/2005

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**ARTICLES OF MERGER
OF
FCV MERGER SUB, INC. (a Florida corporation)
WITH AND INTO
LEAD GENERATION GROUP, INC. (a Florida corporation)**

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** FCV MERGER SUB, INC. ("FCV"), a Florida corporation bearing Document Number P05000104732, shall be merged (the "Merger") with and into LEAD GENERATION GROUP, INC. ("Lead"), a Florida corporation bearing Document Number P05000030648. FCV and Lead are sometimes hereinafter collectively referred to as the "Constituent Corporations." FCV shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Certificate of Incorporation of FCV and the By-Laws of FCV, as same shall exist from and after the Effective Date, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Certificate of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, FCV shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Lead, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Shares.** At the Effective Date, the issued and outstanding shares of Lead Common Stock shall be converted into an aggregate of 100,000 shares of Flow Capital Ventures, Inc. ("Flow Capital"), a Florida corporation and the parent corporation of FCV in accordance with Article II of that Merger Agreement dated on July 28, 2005 between FCV, Lead, and Flow Capital. On and after the Effective Date, each holder of a certificate evidencing issued and outstanding shares of Lead may, but shall not be required to, surrender such certificate to Flow Capital and, upon such surrender, such holder shall be entitled to receive a certificate evidencing shares of Flow Capital Common Stock. Shares of common stock of FCV issued and outstanding prior to the Effective Date shall remain issued and outstanding after the Effective Date.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

THIRD: The Plan of Merger was adopted by FCV and Lead by Unanimous Consent Resolution of their respective boards of directors and shareholders on July 28, 2005. Therefore, the number of votes cast for the Plan of Merger was sufficient for approval.

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Signed this July 28, 2005.

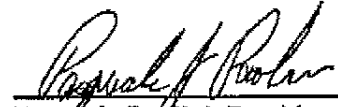
FCV MERGER SUB, INC.
a Florida corporation

By:


Pasquale Paolini, President

LEAD GENERATION GROUP, INC.
a Florida corporation

By:


Pasquale Paolini, President