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September 29, 1999

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

900003004759--2
-10/04/99-01130-003
*****78.75 *****78.75

Re: Corporate Ventures, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Corporations for Corporate Ventures, Inc. Also, enclosed please find a check in the amount of \$78.75. Please file the original articles and return a certified copy of the articles in the enclosed envelope. Thank you in advance for your cooperation.

Very truly yours,

Gary J. Drucker
Gary J. Drucker

GJD:inm
Enclosures & SASE

E:\My Documents\CLIENT FOLDERS\Veloza\SECST-092999.doc

STATE
TALLAHASSEE, FLORIDA

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08/10/6

ARTICLES OF INCORPORATION
FOR
CORPORATE VENTURES, INC.

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The names of this corporation shall be:

CORPORATE VENTURES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1121 South Military Trail, Suite 192
Deerfield Beach, Florida 33442

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1,000,000 Shares of Common Stock

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Gary J. Drucker, Esquire
Ameen & Drucker, P.A.
3111 University Drive, Suite 608
Coral Springs, Florida 33065

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTILCE VI. INCORPORATOR

The name and address of the incorporator of those Articles of Incorporation is:

Lawrence Velozo, Jr.
1121 South Military Trail, Suite 192
Deerfield Beach, Florida 33442

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial member of the Board of Directors is:

Lawrence Velozo, Jr.
1121 South Military Trail, Suite 192
Deerfield Beach, Florida 33442

ARTICLES VIII. OFFICERS

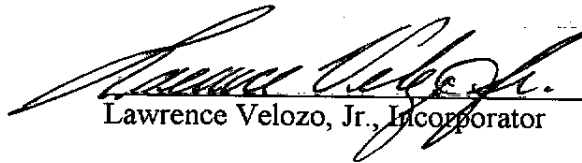
This corporation shall have one (1) officer initially. The name and address and position of the initial officer is:

Lawrence Velozo, Jr., President
1121 South Military Trail, Suite 192
Deerfield Beach, Florida 33442

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this 29th day of September, 1999.


Lawrence Velozo, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

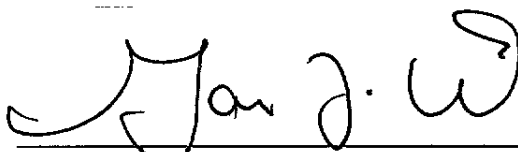
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, CORPORATE VENTURES, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Gary J. Drucker, Esquire
Ameen & Drucker, P.A.
3111 University Drive, Suite 608
Coral Springs, Florida 33065

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 29, 1999.



Gary J. Drucker, Esquire

TALLAHASSEE, FLORIDA

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