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November 30, 1999

Beth Register

Angie Howell
Phone: 850-487-6925
Florida Department of State - Division of Corporations
Division of Corporations/New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
99 DEC 17 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700003073657--6
-12/17/99--01035--007
1575.00 **78.75

RE: 20 Companies

Tech Ventures, Tech Tools, Fibertech, Visionary Trading, Exponential
Enterprises, Equity Ventures Group, PSG ventures, Sleepy Hollow, Provence
Capital, Abundant Enterprises, and Capital Ventures Group I - X.

Dear Sir/Madam:

for 20 = \$1575.00

Enclosed please find one original and a copy of Articles of Incorporation for TWENTY
above-referenced corporations, as well as the filing fee of \$78.75 for each.

Please file the original and return a certified stamped copy to me at 8000 North Federal
Highway, Boca Raton, Florida 33487.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Sean King, Esq., C.P.A.

enclosure

Plus " GAUGE FINANCIAL
WARRENSBURG

SENT BACK OVERNIGHT
ALREADY PAID

22 IN ALL

ARTICLES OF INCORPORATION

OF

CAPITAL VENTURES GROUP II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **CAPITAL VENTURES GROUP II, INC.**

ARTICLE II

PURPOSE

To engage in business capital ventures and other business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 22154 Martella Ave., Boca Raton, FL 33433, and the name of the initial registered agent of this corporation is Peter Goldstein.

ARTICLE VI
INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 22154 Martella Ave., Boca Raton, FL 33433. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Peter Goldstein	22154 Martella Ave., Boca Raton, FL 33433
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ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is: Peter Goldstein, 22154 Martella Ave., Boca Raton, FL 33433

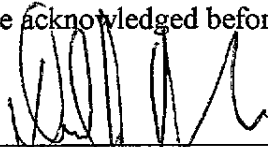
IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 30 day of November, 1999.


Subscriber and Registered Agent

SEAN P. KING
ATTY IN FACTS

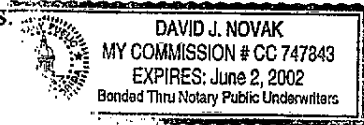
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Peter Goldstein**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.



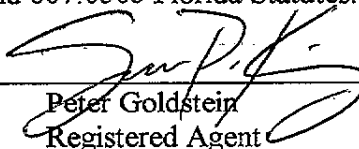
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth herein above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 and 607.0505 Florida Statutes.

By:  **SEAN P. KING**
Peter Goldstein **ATTY IN FACT**
Registered Agent

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TALLAHASSEE, FLORIDA