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BASIC AMENDMENT

CAPITAL VENTURES GROUP II, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CAPITAL VENTURES GROUP II, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Capital Ventures Group II, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment Article I - Name

The name of the Corporation is amended to read as follows:

ReGenesis Centers, Inc.

Amendment Article III - Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be one hundred million (100,000,000) shares of Common Stock at a par value of \$.001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

In addition, the Corporation shall have the authority to issue ten million (10,000,000) shares of Preferred Stock at a par value of \$.001 per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Amendment Article V - Initial Registered Office and Agent

The street address of the registered agent of this corporation is 250 NE 3rd Avenue, Delray Beach, Florida 33444 and the name of the registered agent is Anne Invernale.

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Amendment Article VI – Initial Principal Office

The principal office and mailing address of the corporation shall be 250 NE 3rd Avenue, Delray Beach, Florida 33444.

Amendment Article VII – Initial Board of Directors

The corporation shall have one Director. The name and address of the director of this corporation is:

Anne Invernale
250 NE 3rd Avenue
Delray Beach, Florida 33444

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on February 15, 2005.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and no shareholder approval was required.

The undersigned executed this document on the date shown below.

By: 

Name: Peter Goldstein
Title: President/Director
Date: February 15, 2005

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STATE OF FLORIDA
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF

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 statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Anne Invernale


Signature of Registered Agent

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