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WORLDTEQ GROUP INTERNATIONAL INC

Form SB-2

June 21, 2004

As filed with the Securities and Exchange Commission on  
Registration No. \_\_\_\_\_

Securities and Exchange Commission  
Washington, D.C. 20549

Form SB2

Registration Statement under  
the Securities Act of 1933

WorldTeq Group International, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Nevada	03-7392107
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification Number)

4899  
(Primary Standard Industrial  
Classification Code Number)

30 West Gude Drive, Suite 470  
Rockville, Maryland 20850  
(888)263-7776

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

Jeffrey Lieberman  
30 West Gude Drive, Suite 470  
Rockville, Maryland 20850  
(888)263-7776

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

With a copy to:

Jonathan Dariyanani, Esq.  
1329 Clay Street, Suite 300  
San Francisco, CA 94109  
(415) 699-7121 Tel  
(415) 358-5548 Fax

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Approximate date of commencement of proposed sale to the public:  
From time to time after the effective date of this Registration Statement as  
determined by market conditions and other factors.

If this form is filed to register additional securities for an offering

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under Rule 462(b) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering .

If this form is a post-effective amendment filed under Rule 462(c) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering .

If this form is a post-effective amendment filed under Rule 462(d) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering .

If delivery of the prospectus is expected to be made under Rule 434, please check the following box .

If this form is filed to register securities for an offering to be made on a continuous or delayed basis in the future under Rule 415, please check the following box .

### CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (7)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, \$.001 par value, issuable upon exercise of warrants	1,000,000 (1)	\$ 0.17 (8)	\$ 170,000
Common Stock, \$.001 par value, issuable upon exercise of warrants	1,000,000 (2)	\$ 0.20 (2)	\$ 200,000
Common Stock, \$.001 par value, issuable upon exercise of warrants	2,000,000 (3)	\$ 0.25 (3)	\$ 500,000
Common Stock, \$.001 par value, issuable upon exercise of warrants	1,000,000 (4)	\$ 0.25 (4)	\$ 250,000
Common Stock, \$.001 par value, issuable upon exercise of warrant	3,000,000 (5)	\$ .170 (8)	\$ 510,000
Common Stock, \$.001 par value	5,343,511 (6)	\$ 0.17 (8)	\$ 908,396.87
Total:	13,343,511		Total: