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LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. F & D INVESTORS GROUP CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 Photocopy
 Certificate of Status

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 98 AUG 27 PM 12:50
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 600002620000
 -08/27/98-11047-012
 ****122.50**

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUG 27 1998

RECEIVED
 98 AUG 27
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA
 Examiner's Initials

ARTICLES OF INCORPORATION

F & D INVESTORS GROUP CORP.

FILED

98 AUG 27 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

F & D INVESTORS GROUP CORP.

ARTICLE I NAME

The name of the corporation shall be:

F & D INVESTORS GROUP CORP.

ARTICLE II PRINCIPAL OFFICE

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

**7891 WEST FLAGLER STREET # 298
MIAMI, FL 33144**

ARTICLE III SHARES

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

ONE THOUSAND SHARE AT ONE DOLLAR PER VALUE.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**FERNANDO BORGES
7891 WEST FLAGLER ST # 298
MIAMI, FL 33144**

PREPARED BY:

DAISY BOVEA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: F & D INVESTORS GROUP CORP.

2. The name and address of the registered agent and office is:

FERNANDO BORGES
(NAME)

7891 WEST FLAGLER STREET # 298
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FL 33144
(CITY/STATE/ZIP)

FILED
98 AUG 27 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 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.


(SIGNATURE)

AUGUST 20, 1998
(DATE)

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

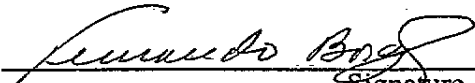
FERNANDO BORGES (PRESIDENT)
7891 WEST FLAGLER STREET #298
MIAMI, FL 33144

FERNANDO L BORGES (VICE PRESIDENT)
7891 WEST FLAGLER STREET #298
MIAMI, FL 33144

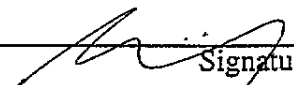
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

20th day of AUGUST, 19 98.


(An additional article must be added if an effective date is requested.)



Signature



Signature



Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.