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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

F & F GROUP, CORP.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

FAS-T CORP.

SUBJECT: F & F GROUP, CORP.
REF: W98000026393

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

THE ARTICLES WERE NOT DATED.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000021912
Letter Number: 698A00056114

ARTICLES OF INCORPORATION OF

F & F GROUP, CORP.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation, and to that end we do by these Articles set forth:

ARTICLE I

The name of this corporation shall be:

F & F GROUP, CORP.

ARTICLE II

The general nature of the business, objects and purpose proposed to be carried on and transacted, is buying, Sales & Repair heavy equipment, Trucks & Trailers, and to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

To make and perform contracts of any kind and description and for the purpose of obtaining any of the objects of the corporation. To do and perform any acts and things, and to exercise any and all powers which a corporation or natural person could do or exercise, and which now are or hereinafter maybe authorized by law, and to do and perform any and all things necessary or incident to the performing or carrying out the powers herein above specifically delegated or implied.

It is hereby expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any matter the aforesaid general powers of this corporation.

ARTICLE III

The maximum number of stock which the corporation is authorized to issue and to have outstanding at any time is six hundred (600) shares of common stock, which shall have a par value of One (\$1.00) Dollar per share.

Prepared by: Franklin Fuentes, 419 E. 3rd. St. Hialeah, Fl 33110. (305) 887-7253

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ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of One thousand dollar (\$1,000) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless dissolved sooner according to Law.

ARTICLE VI

The principal place of business of this corporation shall be: 419 E. First. Ave. Hialeah, Florida 33010

ARTICLE VII

The names and post office address of each of the subscribers of these Articles of Incorporation, the officer, the amount he is investing in the business, and a statement of the number of the shares of which he agrees to take, are as follows:

Franklin Fuentes		
419 E. First Ave.	President/ Treasure	250
shares		
Hialeah, Florida 33010	and Director	

Angelica Fuentes		
419 E. 3rd. Ave,	Secretary	250 Shares
Hialeah, Florida 33010		

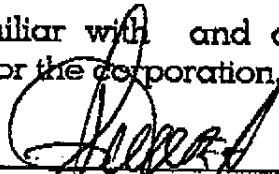
ARTICLE VIII

The registered agent of this corporation shall be:

Franklin Fuentes
419 E. 3rd. Ave,
Hialeah, Florida 33010

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I Franklin Fuentes hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation.

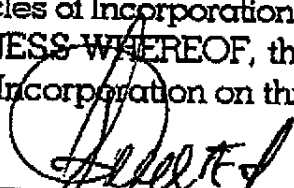


Franklin Fuentes

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these articles of Incorporation on this 21st day of Nov. 1998.



Franklin Fuentes

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