

G 635 33

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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 2001 MAR 14 PM 4:30

BASIC AMENDMENT

F. & F. EQUIPMENT, INC.

RECEIVED
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 DIVISION OF CORPORATIONS

Certificate of Status	0
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Amended & Restated

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Article 5

03-14-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2001

F. & F. EQUIPMENT, INC.
3545 NW 71ST ST
MIAMI, FL 33147US

SUBJECT: F. & F. EQUIPMENT, INC.
REF: G63533

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

EVIDENTLY THE PROBLEM WITH THE NAME IS HARD TO SEE. THERE IS A SPACE AFTER THE PERIOD AFTER EACH LETTER "F". PLEASE CORRECT THROUGHOUT. SORRY FOR THE CONFUSION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000026475
Letter Number: 401AG0015612

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2001

F. & F. EQUIPMENT, INC.
3545 NW 71ST ST
MIAMI, FL 33147US

SUBJECT: F. & F. EQUIPMENT, INC.
REF: G63533

~~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.

The fax audit number is incorrect. Please correct the fax audit number to
read as follows: H01000026475.

Please return your document, along with a copy of this letter, within 60
days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please
call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000026475
Letter Number: 101A00015329

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 2001

F. & F. EQUIPMENT, INC.
3545 NW 71ST ST
MIAMI, FL 33147USSUBJECT: F. & F. EQUIPMENT, INC.
REF: G63533

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.

The electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

The current name of the entity is as referenced above. Please correct your document accordingly.

The corporate name should read as follows: F. & F. EQUIPMENT, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H01000024742
Letter Number: 001A00014627

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF CORPORATIONS
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

F. & F. EQUIPMENT, INC.

A FLORIDA CORPORATION

On March 7, 2001, the shareholders unanimously adopted and approved the following Amended and Restated Articles of Incorporation of F.&F. Equipment, Inc. as follows:

ARTICLE I. NAME

The name of the corporation shall be F. & F. Equipment, Inc.. The principal place of business of this corporation shall be 3545 NW 71st Street, Miami, FL 33147.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock having a par value of \$.0001 per share; and 25,000,000 shares of preferred stock, with the specific terms, conditions, limitations, and preferences to be determined by the Board of Directors without shareholder approval.

ARTICLE IV. ADDRESS

The street address of the registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, FL 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

Mintmire & Associates
265 Sunrise Ave., Suite 204
Palm Beach, Florida 3348
(561) 832-5696
Florida Bar #402435

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have such number of Directors as shall be established by the By-Laws.

ARTICLE VII. SPECIAL AUTHORITY OF BOARD OF DIRECTORS AND WAIVER OF DISSENTERS RIGHTS

The Board of Directors shall be and are hereby authorized to enter into on behalf of the corporation and to bind the corporation without shareholder approval for any and all acts approving (a) the terms and conditions of a merger and/or a share exchange; (b) approving and effecting a name change; and (c) divisions, combinations and/or splits of shares of any class or series of stock of the corporation, whether issued or unissued, with or without any change in the number of authorized shares; and shareholders affected thereby, shall not be entitled to dissenters rights with respect thereto under any applicable statutory dissenters rights provisions.

ARTICLE VIII. EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective on March 7, 2001.

ARTICLE IX. CONFLICT OF INTEREST

Any related party contract or transaction must be authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein or the transaction must be fair and reasonable to the Corporation.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify its Officers, Directors, Employees and Agents in accordance with the following:

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation),

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by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was otherwise serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe the action was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Section (a) or (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that

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(561) 832-5696
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indemnification of the officer, director, employee or agent is proper under the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called for that purpose.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(f) The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Amended Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE XI. LAW APPLICABLE TO CONTROL-SHARE VOTING RIGHTS.

The provisions set forth in Fl. Stat. 607.0902 do not apply to control-share acquisitions of shares of the Corporation.

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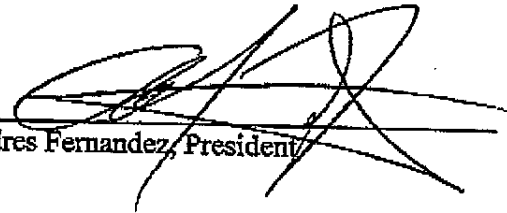
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ARTICLE XII. ADOPTION OF AMENDMENTS

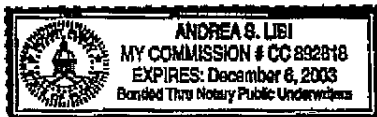
The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval. Each Amendment to the original Articles and Amendment(s) thereto was adopted on March 7, 2001.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7th day of March, 2001.


Andres Fernandez, President

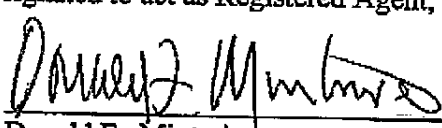
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th day of March 2001 by Andres Fernandez, as President of F.&F. Equipment, Inc., who is personally known to me and who (did/did not) take an oath.




Notary Public

Donald F. Mintmire having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Donald F. Mintmire

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