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December 20, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003079384--4
-12/23/99--01055--013
*****78.50 *****78.50

Re: Articles of Incorporation
F & Funding Group, Inc.

Dear Madam or Sir:

In regard to the above referenced matter, please find enclosed original and copy of the Articles of Incorporation for F & F Funding Group, Inc.

I am also enclosing a check, in the amount of \$78.50, representing the costs of filing, and of returning a copy of the filed Articles of Incorporation, directly to the undersigned, at the following address:

Frank J. Fiore
5138 Chardonmay Drive
Coral Springs, FL 33067

Thank you for your kind attention to this matter.

Sincerely,


Frank J. Fiore

Enclosures

FILED
99 DEC 23 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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ARTICLES OF INCORPORATION

OF

F & F FUNDING GROUP, INC.

FILED
99 DEC 23 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be F & F FUNDING GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation shall be 2499 Glades Road, Suite 308, Boca Raton, Florida 33431.

ARTICLE III - NATURE OF THE BUSINESS

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

ARTICLE IV - SHARES

The number of shares that this corporation shall have the authority to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$0.01 per share.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered agent of the corporation is 16616 NW 70th Court, Miami Lakes, Florida 33014 and the name of the registered agent is Jorge R. Gonzalez.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall initially have one (1) director. The name and address of the initial member of the Board of Directors is:

**FRANK J. FIORE
5138 Chardonnay Drive
Coral Springs, Florida 33067**

ARTICLE VIII - BY-LAWS

The power to adopt, amend, alter or repeal by-laws shall be vested exclusively in the shareholders of the corporation.

ARTICLE IX - INITIAL ISSUANCE OF STOCK

Shares of capital stock in the corporation shall be issued initially to the following shareholder, in the amount set opposite to his name:

FRANK J. FIORE 10,000 shares

ARTICLE X - AMENDMENTS

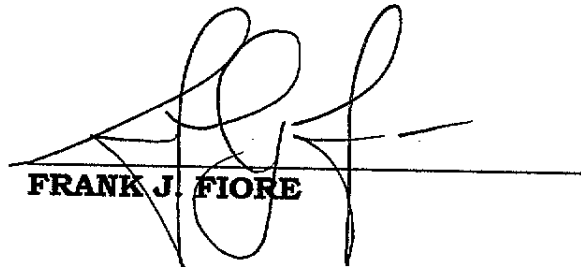
The corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred to the shareholder are subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

**Frank J. Fiore
5138 Chardonnay Drive
Coral Springs, Florida 33067**

The undersigned incorporator has executed these Articles of Incorporation on this 20th day of December, 1999



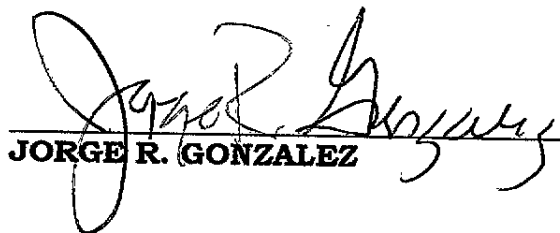
FRANK J. FIORE

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

F & F FUNDING GROUP, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address located at 2499 Glades Road, Suite 308, Boca Raton, FL 33431, has named JORGE R. GONZALEZ whose address is 16616 nw 70TH Court, Miami Lakes, Florida 33014 as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I further certify that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.



JORGE R. GONZALEZ