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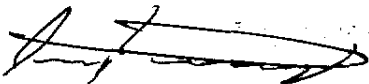
Miami November 19th, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Ph. 850-245-6052

To whom it may concern,

Enclosed please find necessary documents to incorporate my new business called BC&T Corporation and a check for \$87.50 payable to Florida Department of State. Should you have any questions or need additional information please feel free to contact us immediately.

Sincerely,



Jean Paul Espinoza
President
BC&T Corporation
3605 Torremolinos Avenue
Miami, FL 33178
SS# 590-39-5370



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 3, 2002

JEAN PAUL ESPINOZA
3605 TORREMOLINOS AVENUE
MIAMI, FL 33178

SUBJECT: BC&T CORPORATION
Ref. Number: W02000033847

We have received your document for BC&T CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6962.

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 002A00064124

Articles of Incorporation

ARTICLES OF INCORPORATION OF

BC&T SOLUTIONS, INC.

The undersigned incorporators, natural persons 18 years of age or older, in order to form a corporate entity under The Florida Statutes; adopt the following articles of incorporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be BC&T SOLUTIONS, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the filing of these Articles with the Department of State

ARTICLE III

NATURE OF BUSINESS

1. The main purpose of this corporation is to be engaged in the export of Heavy Mining and Construction Equipment & Parts as well as derivatives and Attachments.
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which this corporation is formed shall at all times be consistent with Section 501© of the Internal Revenue Service code, or the corresponding section of any future federal tax code.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase hid pro rata share thereof (as nearly as it may be done without issuance of fractional share) at the price at which is offered to others.

ARTICLE VI

LOCATION

This corporation will initially have the following address as its headquarters: 3605 Torremolinos Ave. Miami FL. 33178. The Board of Directors may from time to time designate other address as the corporation's main quarters.

ARTICLE VII

MEMBERSHIP/BOARD OF DIRECTORS

The number of Directors constituting the first Board of Directors is four (4), their names and addresses being as follows:

Name	Address	President
Jean Paul Espinoza	3605 Torremolinos Ave. Miami, Fl. 33178	
Name	Address	Vice President
Gerardo Espinoza	3605 Torremolinos Ave. Miami, Fl. 33178	
Name	Address	Secretary
Ricardo Parra	3605 Torremolinos Ave. Miami, Fl. 33178	

Name	Address	Treasurer
Tomas Selem	3605 Torremolinos Ave. Miami, Fl. 33178	

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VIII

SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribe to by each person signing theses Articles of Incorporation Are:

Name	Address	Shares
Jean Paul Espinoza	3605 Torremolinos Ave. Miami, Fl. 33178	25%

Name	Address	Shares
Gerardo Espinoza	3605 Torremolinos Ave. Miami, Fl. 33178	25%

Name	Address	Shares
Ricardo Parra	3605 Torremolinos Ave. Miami, Fl. 33178	25%

Name	Address	Shares
Tomas Selem	3605 Torremolinos Ave. Miami, Fl. 33178	25%

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be shareholder of the corporation.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE XII

DISSOLUTION

The Corporation may be dissolve at any time on the affirmative vote of the holder of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payments of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII

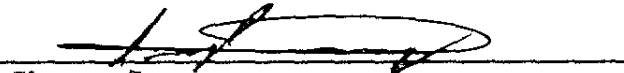
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3605 Torremolinos Ave. Miami, FL. 33178 and the name of initial registered agent of this corporation at that address is Jean Paul Espinoza

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.



Jean Paul Espinoza
3605 Torremolinos Ave.
Miami, Fl. 33178



Signature/Incorporator

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA