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FLORIDA DIVISION OF CORPORATIONS ---

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TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: NOGA CONTRACTORS, INC.
105670003336

ACCT#:

CONTACT: TANIA FANO
PHONE: (305) 556-4282
(305) 821-3376

FAX #:

NAME: F.F. EQUIPMENT LEASING, INC.
AUDIT NUMBER.....H97000002647

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1997

NOCA CONTRACTORS

SUBJECT: F.F. EQUIPMENT LEASING, INC.
REF: W97000003690

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.

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Naysa Culligan
Document Specialist

FAX And. #: H97000002647
Letter Number: 097A00008071

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ARTICLES OF INCORPORATION
OF
F.F. EQUIPMENT LEASING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is F.F. EQUIPMENT LEASING, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida, Corporate existence shall commence at the time of filing the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock which shall be designated "COMMON STOCK".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this Corporation of the same kind, class or series at that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT/
PRINCIPAL OFFICE

The street address of the initial registered office/principal office of this Corporation is 2189 West 60th Street Suite #205 Hialeah, Florida 33016 and the name of the initial registered agent of this Corporation at that address is Jose E. Fano.

Prepared By: Tapia Fano
2189 W 60 St. #205
Hialeah, FL 33016
(305) 556-4282

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have director (s) initially. The number of directors may be either increases or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address (es) of the initial director (s) of this Corporation is (are):

Name (s)**Address (es)**

Jose E. Fano

2189 West 60th Street
Suite #205
Hialeah, Florida 33016**ARTICLE VIII - INCORPORATORS**

The name (s) and address (es) of the person (s) signing articles is (are):

Incorporator (s)**Address (es)**

Jose E. Fano

2189 West 60th Street
Suite #205
Hialeah, Florida 33016**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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**ARTICLE XII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right offered upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 18th day of February, 1997.


Jose E. Fano

STATE OF FLORIDA)

COUNTY OF DATE)

Before me, a Notary Public authorized to take acknowledgments in the state any county set forth above, personally appeared Jose E. Fano, known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of February, 1997.


NOTARY PUBLIC,
State of Florida at Large

My commission expires

OFFICIAL NOTARY SEAL
MOMARA WILTZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC457077
MY COMMISSION EXT. APR. 30, 1999

I, the undersigned, having been named as initial registered agent of the Corporation in the foregoing Articles of Incorporation hereby accept said Office and will serve in said capacity.

REGISTERED AGENT:


Jose E. Fano

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