

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Safety Burner
International, Inc.

[Handwritten signature]

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() () () () () ()		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

000002153200-7
 -04/24/97-01008-021
 *****70.00 *****70.00

97 APR 24 AM 11:55
 RECEIVED
 TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
 DATE 4/24/97 _____
 TIME 8:05 _____ CK No. _____
 BY LS _____

WALK-IN Will Pick Up _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SAFETY BURNER INTERNATIONAL, INC.

97 APR 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE_I

NAME

The name of this corporation shall be :

SAFETY BURNER INTERNATIONAL, INC.

ARTICLE_II

PURPOSE

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

ARTICLE_III

CAPITAL_STOCK

This corporation is authorized to issue 1000 shares of
\$1.00 par value common stock.

ARTICLE_IV

INITIAL_REGISTERED_OFFICE_AND_AGENT

The street address of the initial registered office of this
corporation is:

441 S STATE RD 7 #15
MARGATE, FLORIDA 33068

and the initial registered agent of this corporation at the
above address is:

STUART HOWITT

ARTICLE_V

INITIAL_PRINCIPAL_OFFICE

The initial principal office of this corporation shall be:

4443 HOLLYWOOD BLVD
HOLLYWOOD, FL. 33021

ARTICLE_VI

DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

YOSSI BEN SHOHAM
4443 HOLLYWOOD BLVD.
HOLLYWOOD, FLORIDA 33021

AND

RUDI POLLAK
4443 HOLLYWOOD BLVD
HOLLYWOOD, FL. 33021

ARTICLE_VII

INCORPORATOR

The name and address of the person signing these Articles is:

STUART HOWITT
441 S. STATE RD. 7 SUITE 15
MARGATE, FLORIDA 33068

ARTICLE_VIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

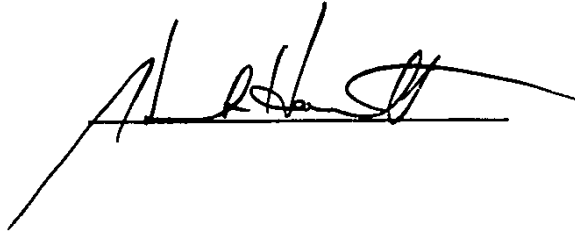
ARTICLE_IX
INDEMNIFICATION

The corporation shall indemnify any director or officer or former director or officer to the full extent permitted by law.

ARTICLE_X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22nd day of April, 1997.



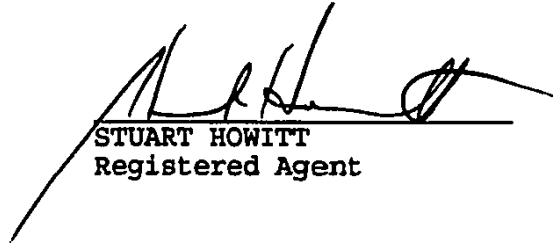
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this _____ day of _____, 1997 personally appeared before me, the undersigned authority, _____, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Notary Public

ACCEPTANCE_BY_REGISTERED_AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



STUART HOWITT
Registered Agent

FILED
97 APR 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA