

P95 0000 36017

Date 5/1/95

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

Re: Conquerer Performance Tools
(name of corporation)

05/03/95-01131--014
****122.50 ****122.50
05/03/95-01131--014
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Michael Zucker
(individual's name)

Conquerer Performance Tools
(name of corporation)

MAILING ADDRESS OF CORPORATION

Arnold Goldman % C-D-I Inc;

2400 W. Copens Rd. #7

Pompano Beach, FL 33069

PHONE 305, 960-0066
Area Code Number Ext.

ARTICLES OF INCORPORATION

Conquerer Performance Tool Corp.
of
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Conquerer Performance Tool Corp.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Two Hundred shares (200) of Common Dollar(s) (\$ 1.02) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Arnold Goldman</u>		
ADDRESS	<u>22567 Caravelle Cir</u>		
CITY	<u>Boca Raton</u>	FLORIDA	ZIP <u>33433</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME			
ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Arnold Goldman</u>		
ADDRESS	<u>22567 Caravelle Cir</u>		
CITY	<u>Boca Raton</u>	STATE <u>FL</u>	ZIP <u>33433</u>
NAME	<u>Betsy S. Zucker</u>		
ADDRESS	<u>22504 Caravelle Cir</u>		
CITY	<u>Boca Raton</u>	STATE <u>FL</u>	ZIP <u>33433</u>
NAME	<u>Hans G. Doller</u>		
ADDRESS	<u>424 Hendricks Isle</u>		
CITY	<u>Ft. Lauderdale</u>	STATE <u>FL</u>	ZIP <u>33301</u>

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Conquerer Performance Tool Corp.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 22561 Caravelle Cir.

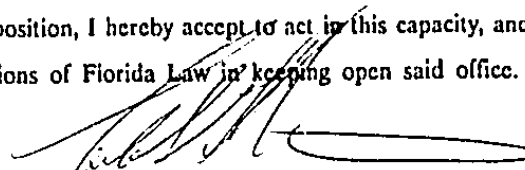
Boca Raton, FL 33432

has named Arnold Goldman

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)