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Joseph De Gance, Esquire
Attorney at Law

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February 28, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

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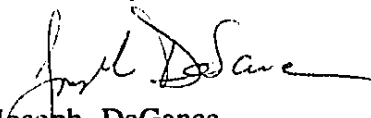
RE: DUAL-HEAT, IN C.

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,


Joseph DeGance

JD:jd
Enc.

RECEIVED
96 MAR -1, AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

63 3/6/96

**ARTICLES OF INCORPORATION
OF
DUAL-HEAT, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is: DUAL-HEAT, INC. at 4100 N.
Powerline Road, Suite N-1, Pompano Beach, Fla. 33073.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of sales and
distribution of canned heat, related products and transacting any or
all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The corporation shall be authorized to have a maximum
number of 200,000 shares of stock outstanding at any time. The
shares shall consist of 100,000 class A voting common shares with no
par value and 100,000 class B nonvoting common shares having no
par value. Each class of shares shall be identical in all respects,
except the class B nonvoting shares will carry no right to vote for the
election of Directors of the corporation, and no right to vote on any
matter presented to the shareholders for their vote or approval
except only as the laws of the State of Florida require that voting
rights be granted to such nonvoting shares.

SECTION 2. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding class A Common Shares.

ARTICLE V

PREEMPTIVE RIGHTS

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

ARTICLE VI

INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 3471 N. Federal Hwy., #601, Ft. Lauderdale, Fla. 33306 and the name of the initial registered agent of this corporation at that address is JOSEPH DeGANCE.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have 4 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 2. The names and addresses of the initial directors of this corporation are:

BENJAMIN LEVINSON President
7400 Radice Court #303
Lauderhill, FL 33309

THOMAS C. JULIANO Secretary/Treasurer
500 S. Ocean Way #710
Deerfield Beach, FL 33441

ALAN SHWARTZ Vice-President
797 S.W. 2 St.
Boca Raton, FL 33486

ARTICLE VIII
INCORPORATORS

The names and addresses of the persons signing these articles are:

BENJAMIN LEVINSON President
7400 Radice Court #303
Lauderhill, FL 33309

THOMAS C. JULIANO Secretary/Treasurer
500 S. Ocean Way #710
Deerfield Beach, FL 33441

ALAN SHWARTZ Vice-President
797 S.W. 2 St.
Boca Raton, FL 33486

ARTICLE IX
POWERS

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

ARTICLE X
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII
INDEMNIFICATION

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


ARTICLE XIII
AMENDMENT


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


ARTICLE XIV
BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be upon filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of February, 1996.



SUBSCRIBER


SUBSCRIBER


SUBSCRIBER

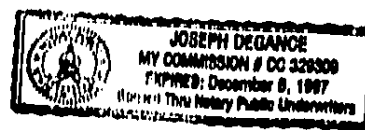
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BENJAMIN LEVINSON, THOMAS C. JULIANO and ALAN SHWARTZ known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of

Incorporation. They produced Fla. Driver's Licenses as
identification.

IN WITNESS WHEREOF, we have hereunto set our hands and
affixed our official seals, in the State and County aforesaid, this 28th
day of February, 1996.

Joseph DeGance
NOTARY PUBLIC
My Commission Expires:



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DESIGNATION OF RESIDENT AGENT

SEE ME THE STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That DUAL-HEAT, INC, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Pompano Beach, County of Broward, State of Florida, has named: JOSEPH DeGANCE as its agent to accept service of process within this state;

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Joseph DeGance

THIS INSTRUMENT PREPARED BY:
JOSEPH DeGANCE, ESQUIRE
3471 N. Federal Hwy. #601
Ft. Lauderdale, Fla. 33306