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LAW OFFICES
EDWARD A. HANNA, JR., P.A.

EMERALD HILLS EXECUTIVE PLAZA ONE
4001 SHERIDAN STREET, FIFTH FLOOR
HOLLYWOOD, FLORIDA 33021-3401

ALSO ADMITTED FEDERAL,
PENNSYLVANIA AND
WASHINGTON, D.C. BARS

May 7, 1996

DIHWARD: (305) 883-2211
N. DIHWARD: (305) 822-4444
DADE: (305) 840-4204
FAX: (305) 883-2227

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

8000001819098
-05/13/96--01073--018
****122.50 ****122.50

IN RE: **AMERICAN HI-TECH FLASHLIGHTS, INC.**
264 S.W. 33 Street
Ft. Lauderdale, Florida 33315
CASE NUMBER:
FILE NUMBER: 96-050796-EAH/CIV
FILE CODE: RED
CECN: TROPI-04.ART

FILED
MAY 10 1996
TALLAHASSEE, FLORIDA

Dear Sir/Madame:

Enclosed herewith find the original ARTICLES OF INCORPORATION and two (2) photocopies of same for the above corporation. We have also enclosed our check in the amount of: One Hundred and Twenty Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation.

Please file the said ARTICLES and return two (2) certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

If it is at all possible, please expedite this request. Thank you very much for your time and attention to this matter.

Sincerely,

LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

BY:


EDWARD A. HANNA, JR., ESQ.
EAH/lp

BROWN MAY 17 1996

ORIGINAL

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is:

AMERICAN HI-TECH FLASHLIGHTS, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One-Thousand (1000) shares of common stock, par value One (\$1.00) Dollar, which shall be designated hereafter: "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 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 OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is:

AMERICAN HI-TECH FLASHLIGHTS, INC.
264 S.W. 33 Street
Ft. Lauderdale, Florida 33315

The name of the initial Registered Agent of this corporation, located at the above said address, is:

KEVIN G. MUNDELIUS

FILED
SEP 10 PM 1:45
NOTARY PUBLIC
FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this Corporation and the Shareholders Agreement. The name and address of the initial Directors of this Corporation is:

RICHARD G. LUCAS, President/Secretary
KEVIN G. MUNDELIUS, Vice-President/Treasurer
264 S.W. 33 Street
Ft. Lauderdale, Florida 33315

ARTICLE VIII - INCORPORATORS

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

NAME: RICHARD G. LUCAS
ADDRESS: 264 S.W. 33 Street
Ft. Lauderdale, Florida 33315

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has
executed these ARTICLES OF INCORPORATION this 7th
May
_____, 1996.



SUBSCRIBER
RICHARD G. LUCAS, President of the Corporation

CERTIFICATE RE:

NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION

NAME OF CORPORATION:

AMERICAN HI-TECH FLASHLIGHTS, INC.

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 RICHARD G. LUCAS, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed those same said ARTICLES OF INCORPORATION for:

AMERICAN HI-TECH FLASHLIGHTS, INC.
264 S.W. 33 Street
Pt. Lauderdale, Florida 33315

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid,
this 7th day of May , 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
EDWARD A HANNA JR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC241951
MY COMMISSION EXP. DEC. 7, 1996

This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

EDWARD A. HANNA, JR., ESQ.
Emerald Hills Executive Plaza
4601 Sheridan St., Fifth Floor
Hollywood, FL 33021
(305) 963-2211
Dade: 949-4204
No. Brow.: 522-4444

CERTIFICATE RE:

NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE

NAME OF CORPORATION:

AMERICAN HI-TECH FLASHLIGHTS, INC.

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: RICHARD G. LUCAS, known to me to be the person who executed the foregoing:

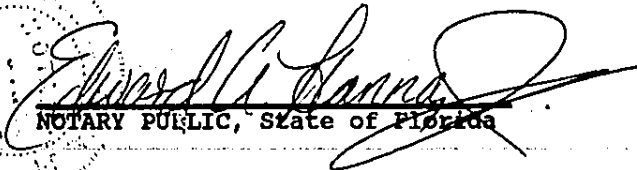
CERTIFICATE RE: SERVICE OF PROCESS

and he acknowledged before me that he executed the said CERTIFICATE I.E: SERVICE OF PROCESS, for:

AMERICAN HI-TECH FLASHLIGHTS, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid,

this 7th May
this _____ day of _____, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL EDWARD A HANNA JR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC241931 MY COMMISSION EXPI. DEC. 7, 1996
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This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

EDWARD A. HANNA, JR., ESQ.
Emerald Hills Executive Plaza
4601 Sheridan St., Fifth Floor
Hollywood, FL 33021
(305) 963-2211
Dade: 949-4204
No. Brow.: 522-4444

CERTIFICATE RE:

SERVICE OF PROCESS
PLACE OF BUSINESS OR DOMICILE

NAME OF CORPORATION:

AMERICAN HI-TECH FLASHLIGHTS, INC.

THIS CERTIFICATE IS EXECUTED FOR THE PURPOSE OF DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND FOR NAMING THE AGENT OF THIS CORPORATION, UPON WHOM PROCESS MAY BE LAWFULLY SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT AMERICAN HI-TECH FLASHLIGHTS, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS LOCATED AT:

AMERICAN HI-TECH FLASHLIGHTS, INC.
264 S.W. 33 Street
Ft. Lauderdale, Florida 33315

HAS NAMED: KEVIN G. MUNDELIUS
LOCATED AT: 264 S.W. 33 Street
Ft. Lauderdale, Florida 33315

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Kevin G. Mundelius

TITLE REGISTERED AGENT

DATE 7th DAY OF May, 1996.

SECOND, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE Kevin G. Mundelius
Resident Agent of the Corporation

DATE: 7th DAY OF May, 1996.