

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

P97000039614

RE: Fire Rescue
Technologies, Inc.

AM _____
 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 Exp.		
Art. of Amend. File		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
Gen. Copy (photo)		
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		

300002164973
 -05205797-01004-012
 *****79.00 *****20.00

97 MAY - 5 AM 9:58
 RECEIVED
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5-5-97
 TIME 8:30 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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
97 MAY -5 AM 9 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIRE RESCUE TECHNOLOGIES, INC.**

In compliance with the requirements of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be **FIRE RESCUE TECHNOLOGIES, INC.**

ARTICLE II - Commencement of Existence

The existence of the corporation shall begin on the day these articles are accepted for filing.

ARTICLE III - Principal Office

The street address of the principal office of the Corporation is 442 West Kennedy Blvd., Suite 200, Tampa, Fl. 33606.

ARTICLE IV - Shares

The Corporation is authorized to issue ten million (10,000,000) shares of common stock with a par value of \$.01. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - Initial Registered Agent

The initial street address of the Corporation's registered office is 442 West Kennedy Blvd., Suite 200, Tampa, Fl. 33606. The initial registered agent for the corporation at that address is William F. Humphries.

ARTICLE VI - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

William F. Humphries
442 West Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE VII - Incorporator

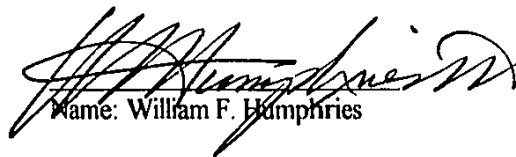
The name and street address of the incorporator is:

William F. Humphries
442 W. Kennedy Blvd., Suite 200
Tampa, Fl. 33606

ARTICLE VIII - Bylaws

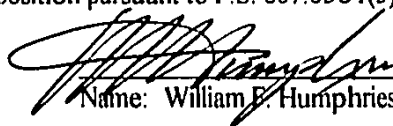
The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29 day of April, 1997.


Name: William F. Humphries

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **FIRE RESCUE TECHNOLOGIES, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: William F. Humphries

Date: April 29, 1997

97 MAY -5 AM 9:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA