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10/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BEST AMERICA, INC.

AUDIT NUMBER.....H97000017807

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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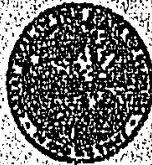
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1997

EMPIRE

SUBJECT: BEST AMERICA, INC.
REF: W97000024326

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "BEST OF AMERICA, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E97000017807
Letter Number: 697A00052057

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ARTICLES OF INCORPORATION
OF
BEST AMERICA INDUSTRIES, INC.

97 OCT 27 PM 4:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. It is the intent that the corporation will exist forever.

ARTICLE I - NAME

The name of this corporation is Best America Industries, Inc. and the mailing and principal address is 2480 Hammondville Road, Pompano Beach, Florida 33069.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a nominal or par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 500.00.

Prepared by:
Stuart Rotman, CPA
4700 N. State Rd. 7# 208
Ft. Lauderdale, FL 33319
(454) 485-1200 / Lic. # 76661

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ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase his pro-rata share of an unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2480 Hammondville Road, Pompano Beach, Florida 33069. The initial Registered Agent of this corporation at that address is Joel Slakman.

ARTICLE VII - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name	Address	Office
Joel Slakman	2757 Meadowood Drive Fort Lauderdale, FL 33332	Pres/Sec/Treas

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ARTICLE IX - INCORPORATORS

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

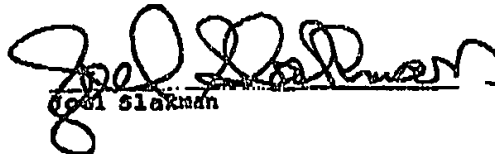
Joel Slakman, 2757 Meadowood Drive, Fort Lauderdale
Florida 33332.

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TALLAHASSEE, FLORIDA

ARTICLE X - AMENDMENT

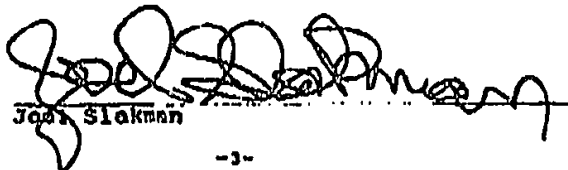
These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the
Board of Directors, proposed by them to the Stockholders, and
approved at a Stockholders' meeting by a majority of the stock
entitled to vote thereon, unless all the Directors and
Stockholders sign a written statement manifesting the intention
that a certain amendment of these Articles of Incorporation be
made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 24 day of
Oct, 19 97.


Joel Slakman

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at
the registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.


Joel Slakman

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