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May 22 1995
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

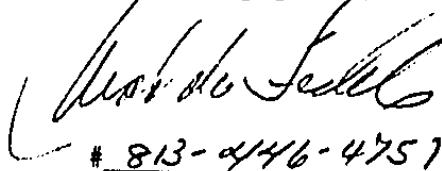
Re: Compositech Inc
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Compositech Inc. Kindly file the Articles of Incorporation with the Secretary of State, forwarding a certified copy of same to the undersigned in the self-addressed, stamped envelope provided. A check in the amount of \$122.50 has been enclosed to cover filing fees.

Thank you for your assistance in this regard. If you have any questions or require anything further, please do not hesitate to contact the undersigned, collect if necessary.

Very truly yours,


813-446-4751

M. Fedele
Compositech Inc
PO Box 3565
Chw Bch, FL 34630

Encl. Ck \$122.50

BROWN MAY 13 1995

ARTICLES OF INCORPORATION
OF
COMPOSITECH INC.

FILED
JAN 13 - 8
AM 12:27
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is COMPOSITECH INC. and its mailing address is P.O. Box 3565, Clearwater Beach, Florida 34630.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2722 11th Court, Palm Harbor, Florida 34684 and the name of the initial registered agent of this corporation at that address is Maddie Fedele.

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

This corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but never to be less than one. The name and address of the initial director(s) of this corporation is/are:

Name	Address
Roy P. LoPresti	2722 11th Court Palm Harbor, Florida 34684
Tracie F. LoPresti	2722 11th Court Palm Harbor, Florida 34684
Maddie Fedele	2722 11th Court Palm Harbor, Florida 34684

ARTICLE VII**INCORPORATOR**

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

Name	Address
Tracie F. LoPresti	2722 11th Court Palm Harbor, Florida 34684

ARTICLE VIII**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX**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 X**INDEMNIFICATION**

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

ARTICLE XI**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 2ND day of MAY, 1996.

Tracie F. LoPresti

STATE OF FLORIDA)
COUNTY OF PINELLAS)

SWORN TO AND SUBSCRIBED before me, this 2ND day of MAY, 1996 by Tracie F. LoPresti, who is personally known to me or who has produced TX Drivers Lic. #03280725 (type of identification as satisfactory evidence of identification pursuant to Florida Statutes.



Brenda L. Ballard
Notary Public - State of Florida
Name: Brenda L. Ballard
Commission No: 309755
My Commission Expires: 8-18-97

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COMPOSITECH INC. which is contained in the foregoing Articles of Incorporation.

Dated this 2ND day of MAY, 1996.

Charles L. Ladd
As Registered Agent

FILED
96 MAY -6 PM 12:27
TALLAHASSEE, FLORIDA