

InfraLiner Systems, Inc.
3404 Mckay Ave
Tampa, Florida 33609
813-354-1669

To: Karen Gibson
From: Wake Warthen

P97000007264

Enclosed please find the amendment to the InfraLiner Systems, Inc. articles of incorporation. Enclosed is a check for the following:

Filing Fee	\$35.00
Certified Copy:	<u>\$52.50</u>
Total	\$87.50

Please send the certified copy to the above address. Thanks for your assistance.

InfraLiner Systems, Inc.



By: Wake L. Warthen, President

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98 JUL 24 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INFRALINER SYSTEMS, INC.**

Purasant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

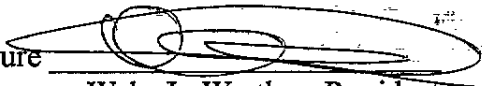
FIRST: Amendment adopted: Article IV - Capital Stock , is amended by adding the following class of preferred stock:

The Class A Preferred Stock of this corporation shall be FIVE THOUSAND (5,000) SHARES with a ONE THOUSAND DOLLAR (\$1,000) par value with non cumulative dividends at \$40.00 per annum (4%).

SECOND: This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. The date of adoption is July 23, 1998.

Signed this 23d day of July, 1998.

Signature


Wake L. Warthen, President

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