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INFRALINER SYSTEMS, INC.
3404 MCKAY AVE
TAMPA, FLORIDA 33609
TEL: 813-354 1669
FAX: 813-354 1670

98 JUN -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1998

Ms. Karen Gibson
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002548841--1
-06/05/98--01057--010
****122.50 ****122.50

Re: Articles of Incorporation for INTERNATIONAL COMPOSITES, INC.

Dear Ms. Gibson:

Enclosed please find the Articles of Incorporation for INTERNATIONAL COMPOSITES, INC. together with a check in the amount of \$122.50 for the following fees in connection herewith:

Filing fees:	\$35.00
Certified copy fee:	\$52.50
Registered agent fee:	<u>\$35.00</u>
Total	\$122.50

Please forward the documents to the above address. Thank you for your attention to this matter.

Sincerely,



By: WAKE L. WARTHEN

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL COMPOSITES , INC.**

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

INTERNATIONAL COMPOSITES, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation is to exist perpetually and shall commence existence on June 5, 1998 or on the date these Articles are subscribed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The Common Stock of this corporation shall be ONE THOUSAND (1,000) SHARES no par value.

ARTICLE V - ADDRESS

The street address of the principal office of the corporation is:

3404 McKay Ave.
Tampa, Florida 33609

and the name of its initial Registered Agent is:

WAKE L. WARTHEN
3404 McKay Ave.
Tampa, Florida 33609

ARTICLE VI - DIRECTORS

This corporation shall have a Board of Directors consisting of one member initially, and all of the corporate powers shall be exercised and the business affairs of the Corporation shall be managed under the direction of the Board of Directors. The name of the initial member of the Board of Directors is:

WAKE L. WARTHEN
3404 McKay Ave.
Tampa, Florida 33609

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

WAKE L. WARTHEN
3404 McKay Ave.
Tampa, Florida 33609

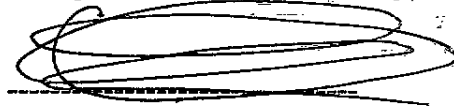
ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

I am familiar with the duties and responsibilities as Registered Agent and hereby accept the appointment as registered agent for INTERNATIONAL COMPOSITES, INC.

IN WITNESS WHEREOF, these Articles have been subscribed on this, June 3, 1998.

Incorporator and Registered Agent



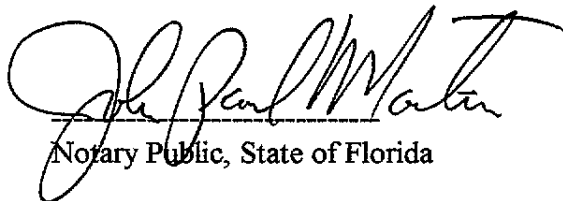
WAKE L. WARTHEN

STATE OF FLORIDA)
 : SS
COUNTY OF HILLSBOROUGH)

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TALLAHASSEE, FLORIDA

I hereby certify that on this day, before me, a Notary Public duly appointed in the State and County named above to take acknowledgments, personally appeared WAKE L. WARTHEN, to me known to be the person described as incorporator and Registered Agent in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 3 day of June 3, 1998. .



Notary Public, State of Florida

My Commission expires:

