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KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

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RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

September 17, 1997

Corporate Records Bureau
Corporations Division
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-09/22/97--01047--018
****122.50 ****122.50

Re: Internal Affairs, Inc.

In regard to the above-referenced corporation, you will please find enclosed the following:

1. original and one copy of Articles of Incorporation,
2. my check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>

TOTAL AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,



Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: William Manee

FILED
CLERK OF STATE
97 SEP 22 PM 3:33

C:\WP50\CORPORAT\SECSTATE

RP
9-23-97

ARTICLES OF INCORPORATION
OF
INTERNAL AFFAIRS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

Name

The name of this corporation is INTERNAL AFFAIRS, INC., and its address is 14910 Old Olga Road, Fort Myers, Florida 33905.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14910 Old Olga Road, Fort Myers, Florida 33905, and

the name of the initial registered agent of this corporation at that address is WILLIAM MANEE.

ARTICLE VI

Initial Board of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
William Manee	14910 Old Olga Road Fort Myers, FL 33905
Al Champion	17131 Caloosa Trace Circle Fort Myers, FL 33912
Ron Workinger	6036 Pompano Street Fort Myers, FL 33919

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
William Manee	14910 Old Olga Road Fort Myers, FL 33905	President
Al Champion	17131 Caloosa Trace Cir. Fort Myers, FL 33912	Vice-President
Ron Workinger	6036 Pompano Street Fort Myers, FL 33919	Secretary/ Treasurer

ARTICLE VIII

Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
William Manee	14910 Old Olga Road Fort Myers, FL 33905	102
Al Champion	17131 Caloosa Trace Cir. Fort Myers, FL 33912	60
Ron Workinger	6036 Pompano Street Fort Myers, FL 33919	38

ARTICLE IX

By-Laws

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

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

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

ARTICLE XII

Compensation


The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

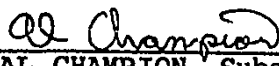
ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 subscribers have executed these Articles of Incorporation this 12th day of September, 1997.


WILLIAM MANEE, Subscriber


AL CHAMPION, Subscriber


RON WORKINGER, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Execution of the foregoing instrument was acknowledged before me this 12th day of September, 1997, by WILLIAM MANEE, AL CHAMPION and RON WORKINGER, who are () personally known to me or who has (X) produced their Florida Driver Licenses as identification and who (X) did or () did not take an oath.

Signature of Notary Public _____
Type/Print Name of Notary _____
Commission Number _____
Commission Exp. Date _____



LINDA J. ANTONACCIO
COMMISSION # CC 657639
EXP. AUG 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



WILLIAM MANEE, Registered Agent