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The Law Office of

William A. Johnson, P.A.

Attorney-at-Law

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Melbourne, Florida 32940

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November 3, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please file the enclosed articles of incorporation. The filing fee of \$122.50 is included. After filing, please return the articles to this office.

Thank you for your cooperation.

Sincerely,



William A. Johnson

enclosures

FILED
97 NOV -5 AM 8:29
TALLAHASSEE, FLORIDA

NOV 6 1997

ARTICLES OF INCORPORATION

OF

INW ENTERPRISES, INC.

The undersigned subscribers to these articles of incorporation adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is **INW Enterprises, Inc.**

ARTICLE II

Principal Office

The initial principal office and mailing address of this corporation are

1565 Sarno Rd., Suite D
Melbourne, Florida 32935

ARTICLE III

Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE IV

Terms of Existence

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V

Capital Stock

The capital stock of the corporation shall be 1,000 shares of common stock having a par value of \$0.01 per share. Each share of common stock shall have one (1) vote.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Registered Office and Agent

The name and address of the initial registered office of this corporation is:

Chris Wethington
209 2nd Avenue
Melbourne Beach, Florida 32951

ARTICLE VII
Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two members. The name and address of the members of the first board of directors are:

Chris Wethington	209 2nd Avenue Melbourne Beach, FL 32951
Denise Iffinger	2147 Circlewood Drive Melbourne, FL 32935

ARTICLE VIII
Officers

The names and addresses of the initial officers of the corporation, who hold office until their successors are duly elected and qualified are:

Chris Wethington	President, Treasurer	209 2nd Avenue Melbourne Beach, FL 32951
Denise Iffinger	Vice-President, Secretary	2147 Circlewood Drive Melbourne, FL 32935

ARTICLE IX
Subscribers

The name and address of the persons signing these articles of incorporation as subscribers are:

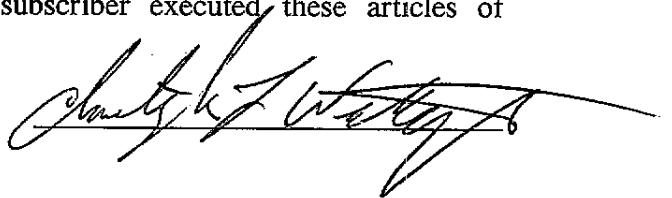
Chris Wethington	209 2nd Avenue Melbourne Beach, FL 32951
Denise Iffinger	2147 Circlewood Drive Melbourne, FL 32935

ARTICLE X
Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 11-3-97.

11-



STATE OF FLORIDA
COUNTY OF BREVARD

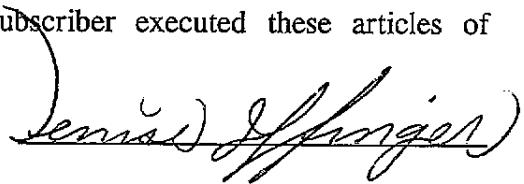
The foregoing articles of incorporation were acknowledged before me on 11-3-97 by Christopher Wethington.



CHARINE C LEWIS
My Commission CC424103
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

Charine Lewis
Notary Public
My Commission Expires:
(Seal)

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 11-3-97.



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing articles of incorporation were acknowledged before me on 11-3-97 by Denise Iffinger.

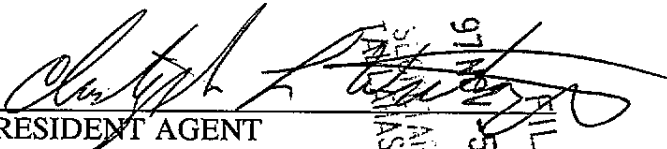


CHARINE C LEWIS
My Commission CC424103
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

Charine Lewis
Notary Public
My Commission Expires:
(Seal)

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


RESIDENT AGENT

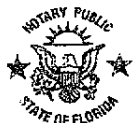
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97 NOV 25 AM 8:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared CHRISTOPHER WETHINGTON, ~~known to me~~ personally and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the above acceptance of designation as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3RD day of NOVEMBER, 1997.


SIGNATURE OF NOTARY PUBLIC



CHARINE C LEWIS
My Commission CC424103
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

CHARINE LEWIS
Typed Name of Notary
Address: 6767 N. Wickham Rd Ste 400
Melbourne FL 32940

My commission expires: 12-4-98

F.A. LIC
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