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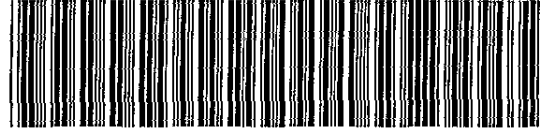
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 24, 2003

CONRAD S. KULATZ, ESQ.
THE TRAIL LAWYERS BLDG. SUITE 4R
633 S.E. THIRD AVENUE
FORT LAUDERDALE, FL 33301

SUBJECT: THE FLORIDA SOUTHEAST CHAPTER OF APICS, INC.
Ref. Number: W03000008404

We have received your document for THE FLORIDA SOUTHEAST CHAPTER OF APICS, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 003A00017848

**LAW OFFICES
Friedman & Kulatz, LLC**

Member NTSB Bar Assoc
Florida Aviation Law Comm

Suite 4R
The Trial Lawyers Building
633 S.E. Third Avenue
Fort Lauderdale, FL 33301
(954) 527-0002
FAX: (954) 524-5143
EMAIL: kdavlaw@aol.com

April 7, 2003

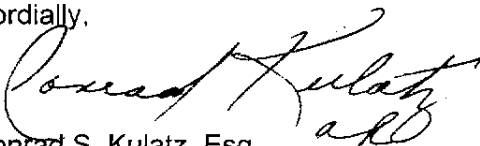
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: The Florida southeast Chapter of APICS, INC.

Dear Ms. Poole

Enclosed please find the Corrected Articles of the above-captioned corporation.

Cordially,



Conrad S. Kulatz, Esq
CSK/ak

Enc.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 3, 2003

CONRAD S. KULATZ, ESQ.
THE TRAIL LAWYERS BLDG. SUITE 4R
633 S.E. THIRD AVENUE
FORT LAUDERDALE, FL 33301

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Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 203A00020127

CORRECTED ARTICLES ARE ENCLOSED,
CR

**ARTICLES OF INCORPORATION OF
THE FLORIDA SOUTHEAST CHAPTER OF APICS, INC.**
(A Florida Non-Profit Corporation)

ARTICLE I

NAME

The name of the Corporation shall be THE FLORIDA SOUTHEAST CHAPTER OF APICS, INC.

ARTICLE II

BUSINESS OFFICE - REGISTERED AGENT

The business office of this Corporation shall be located at 6745 N.W. 81st Court, Parkland, Florida 33067. The initial registered agent and office of the corporation is Conrad S. Kulatz, Esquire at 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301.

ARTICLE III

CORPORATE NATURE

This is a nonprofit corporation, organized for the benefit of the public welfare pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

PURPOSE

The purposes for which this Corporation is formed are as follows:

- (a) to conduct its affairs exclusively for scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; to operate exclusively in any other manner for such scientific, literary, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the utilization of its funds for purposes qualified as tax exempt.
- (b) for the advancement of scientific, literary, and educational, and any other related or corresponding public welfare purposes by the utilization of its funds for such purposes.

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TALLAHASSEE FLORIDA

ARTICLE VI PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE VII MEMBERSHIP

Section 1. Members

Any person interested in the objects and purposes of this organization and who agrees to be bound by the Articles of Incorporation and bylaws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for membership upon the payment of the proper chapter dues, as provided.

Section 2. Classification of Members.

Regular Members. Regular Members shall be subject to all the duties and obligations of the organization and shall be required to engage actively in the various projects of the organization. They shall attend meetings regularly, be entitled to vote, hold office and sponsor new members into the organization.

Corporate Members. Corporate Membership includes the employees that are employed at the specific location of the Corporate Member. Corporate Members shall be subject to all the duties and obligations of the organization and shall be required to engage actively in the various projects of the organization. They shall attend meetings regularly, be entitled to vote, hold office and sponsor new members into the organization.

Honorary Membership. Honorary Membership may be bestowed upon a person by a two-thirds vote of the membership at large following retirement or for outstanding achievement or extraordinary service in the furtherance of the purposes of APICS. An Honorary Member will be carried on the books of the chapter as a fully paid member for the duration of his/her lifetime, with no further obligation to pay membership dues, subject to the other provisions hereof.

Student Membership. Students actively pursuing an academic program leading to a degree associated with manufacturing activities may be members at a reduced cost

for dues, etc. as shall be set by the local chapter. Student Members shall be subject to all the duties and obligations of the organization and shall be required to engage actively in the various projects of the organization. They shall attend meetings regularly, and may sponsor new Student Members into the organization.

Section 3. Duration.

All memberships (except Honorary Memberships) shall be of one (1) year duration and shall be required to be renewed annually in advance, for the ensuing year, by the payment of the required dues. Dues shall be payable in advance on the first day of each month.

Section 4. Rights of Members.

The right of a member to vote or hold office, and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of this organization's corporate structure.

Section 5. Application and Membership.

A prospective member shall be eligible for membership upon the presentation of a sponsored, approved application to the Board of Directors.

Section 6. Membership Committee.

The Membership Committee shall consist of the Membership Financial Secretary who shall be elected by the members. If a prospective member shall be sponsored by an active member of the organization, the decision of the Board of Directors to accept such prospect for membership shall be final.

Section 7. Resignation.

Any member may resign from the organization by delivering a written resignation to the President or Secretary.

Section 8. Default of Dues Obligations.

If any member shall default in the payment of dues for a period of three (3) months of the fiscal or calendar year for which such dues are payable, his or her membership shall be terminated by the Board of Directors by a two-third vote thereof, provided that written notice of such action and delinquency shall have been mailed to the member at his last known address at least fifteen (15) days prior to the date such action is taken.

Section 9. Reinstatement.

A member who has resigned in good standing may apply for reinstatement. Upon the approval by the Board of Directors, and the payment by such member of the current dues, he or she shall be thereupon reinstated.

Section 10. Termination by Board of Directors.

Upon motion duly made and seconded, a person's membership may be terminated by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. A member may appeal the decision to terminate his or her membership to the members as a body, not later than at the next regular monthly meeting of members. The decision of the Board to terminate said membership may only be reversed by a vote of two thirds (2/3) of members present and eligible to vote. Any member whose membership is in jeopardy shall have been mailed notice of same by regular mail to his or her last known address at least fifteen (15) days prior to the date such action is taken. Notice of same shall state the place, date, time and purpose of the meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Management.

The general management of the affairs of the chapter shall be vested in the Officers of the chapter under the supervision of the Board of Directors.

Section 2. Number of Directors.

The number of directors shall be not less than three nor more than seven. The names and addresses of the initial Board of Directors are as follows:

Timothy L. Roux	Eileen A. Game	Sondra S. Dietrich
6745 N.W. 81 st Court	633 S.E. Third Ave., # 4R	5581F Coach House Circle
Parkland, Florida 33067	Ft. Lauderdale, FL 33301	Boca Raton, FL 33486

Section 3. Election of Directors.

The Board of Directors shall be elected by the Members of the organization at the annual meeting of Members, Officers and Directors by a majority vote of those present.

Section 4. Duties and Powers of Directors.

The Board of Directors shall have the authority to:

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. admit, suspend or expel members,
- c. appoint committees on particular subjects from members of the board or from the membership of the organization,
- d. audit bills and disburse the funds of the organization,
- e. *print and circulate documents and publish articles,*
- f. carry on correspondence and communicate with other associations with the same interests,
- g. employ agents,
- h. devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the chapter and protect the interests and welfare of the members,
- i. remove any or all of the officers of the chapter with due cause prior to the termination date of such office,
- j. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of his or her office,
- k. terminate the contract of any firm, individual or other entity employed by the chapter to perform any and all nature of services to the chapter, and

ARTICLE IX OFFICERS

Section 1. Number.

The officers of the Corporation shall be the President; Vice President of Publicity; Executive Vice President / Chapter Relations; Vice President of Education / Marketing; Vice President Membership; Secretary; Treasurer; Director of Programs; and such other officers with such powers and duties not inconsistent with these Articles as may be determined by the Board of Directors from time to time. The names and addresses of the

initial Officers are:

Timothy L. Roux, President
6745 N.W. 81st Court
Parkland, Florida 33067

Eileen A. Game, Secretary
633 S.E. Third Avenue, Suite 4R
Fort Lauderdale, Florida 33301

Section 2. Term of Office.

Officers shall be elected by ballot by the Members entitled to vote at the annual meeting of the Board of Directors and Members. Officers shall serve for one year.

Section 3. Installation, Commencement of Duties.

The officers newly elected at the annual meeting shall be installed and take office at the same time as and simultaneously with the installation of the Board of Directors.

Section 4. Nomination of Officers.

(a) The President shall appoint a Chairman and two (2) members to serve as a Nominating Committee to present a slate of candidates for each office of the chapter to be elected at the annual meeting.

(b) The duty of the Nominating Committee shall be to select candidates for office from among the Members believed to be best qualified for each office and to submit such names to the Board prior to the annual meeting. Any Regular or Honorary Member may present himself or herself to the Nominating Committee as a candidate.

Section 5. Consent to Election.

Only those persons who have signified their consent to serve if elected shall be nominated for or elected to any office.

Section 6. Multiple Offices.

Any Member may be on the ballot for more than one office but may only serve in one office.

Section 7. Vacancies in Office.

Should the office of the President become vacant for any reason during his or her term of office, the First Vice President shall succeed to that office for the unexpired term thereof. Vacancies in all other elected offices shall be filled for any unexpired term by appointment by the Officers and Board of Directors.

**ARTICLE X
SUBSCRIBERS**

The name and residence address of the Subscriber to this corporation is as follows:

Timothy L. Roux
6745 N.W. 81st Court
Parkland, Florida 33067

**ARTICLE XI
BYLAW OR CHARTER AMENDMENT**

The Bylaws or the Articles of Incorporation of this Corporation may be lawfully amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members and Directors at which a quorum shall be present.

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation as above set forth, the Bylaw Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper government authority.

**ARTICLE XII
PARLIAMENT AUTHORITY**

The Rules contained in Roberts Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable.

**ARTICLE XIII
FISCAL YEAR**

The Fiscal Year of the Corporation shall commence on the first day of January, and terminate on the thirty first day of December of each calendar year.

**ARTICLE XIV
SEAL**

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

**ARTICLE XV
DISTRIBUTION OF ASSETS**

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation,

transfer of all of the remaining assets of the Corporation to the APICS National Organization. Any assets which cannot be so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine.

**ARTICLE XVI
SHARE CERTIFICATES**

The corporation shall issue no share certificates.

**ARTICLE XVII
INDEMNIFICATION**

The corporation is be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of Directors, in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnifications is authorized by the directors or Members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statutes, as amended.

WE THE UNDERSIGNED, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 28 day of February, 2003.


Timothy L. Roux, Subscriber

State of Florida)
County of Broward)

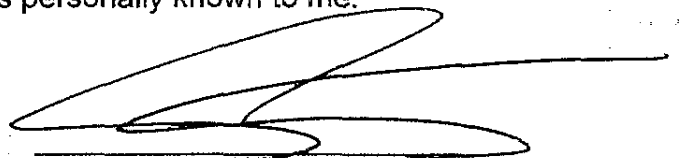
ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 28 day of February, 2003 by Timothy L. Roux, subscriber herein, who is personally known to me.

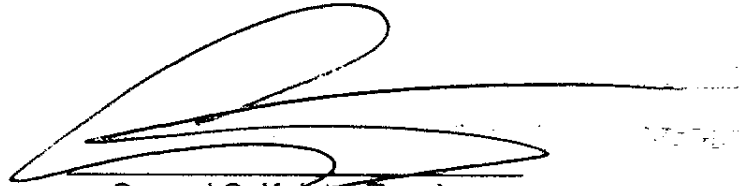
My Commission Expires:



Conrad S. Kulatz
Commission # CC 940257
Expires July 11, 2004
Bonded Thru
Atlantic Bonding Co., Inc. 8.


Notary Public

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

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line and a smaller 'K'.

Conrad S. Kulatz, Esquire

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TALLAHASSEE FLORIDA