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May 16, 2003

Writer's e-mail
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

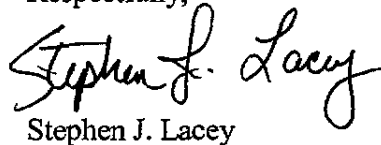
Re: Dynamic Works Institute, Inc.

Dear Sir:

Enclosed for filing, please find original Articles of Incorporation for the subject corporation along with our check for the filing fee in the amount of \$70.00.

Kindly file the Articles and return confirmation to this office. Thank you.

Respectfully,


Stephen J. Lacey

SJL/tah
Enclosures

ARTICLES OF INCORPORATION OF DYNAMIC WORKS INSTITUTE, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is **DYNAMIC WORKS INSTITUTE, INC.**

ARTICLE II. ADDRESS

The address of the principal office and the mailing address of the corporation is: 597 Haverty Court, Suite 40, Rockledge, FL 32955.

ARTICLE III. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 597 Haverty Court, Suite 40, Rockledge, FL 32955. The name of its initial registered agent at that address is: Linda H. South.

ARTICLE IV. MEMBERS

The Board of Directors of Brevard Workforce Development Board, Inc. shall be the members of the corporation. The corporation shall not issue shares of stock.

ARTICLE V. NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA § 501(c)(3).

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ARTICLE VI.
DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VII.
PURPOSES

The corporation is organized exclusively for charitable, religious, educational, training and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

More particularly, the corporation is organized to:

- (a) Provide policy guidance, coordinate efforts, and exercise oversight with respect to development and delivery of training in both the private and public sectors;
- (b) To provide education and training, both in the State of Florida, and outside the State of Florida, to individuals, organizations and governments interested in job training;
- (c) For all other lawful purposes pursuant to Florida State laws and statutes, so long as said purposes are exclusively charitable, religious, educational and scientific.

ARTICLE VIII.
POWERS

- (a) To provide education and training to individuals, organizations and governments interested in training in both the private and public sectors.
- (b) To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- (c) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be

incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

- (d) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX. IMMUNITY STATUS

It is intended that the corporation shall qualify as a cultural or educational institution within the United States under 22 USCA § 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition or display"). This qualification shall not interfere with the corporation's tax exempt status.

ARTICLE X. LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII (Purposes) of these Articles.

ARTICLE XI. TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA § 501(a) as an organization described in 26 USCA § 501(c)(3) and which is other than a private foundation as defined in 26 USCA § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XII. DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to Brevard Workforce Development Board, Inc. In the event that Brevard Workforce is not operating as a qualified organization at the time of distribution, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA § 170(c)(1) or 26 USCA § 170(c)(2)(B) and is described in 26 USCA § 509(a)(1), (2) or (3).

ARTICLE XIII. BOARD OF DIRECTORS

There shall be a board of directors consisting of three (3) or more individuals, with the number specified in or fixed in accordance with the bylaws. The initial directors are elected by majority vote of the members of the corporation. After that, each director shall be elected by majority vote of the members of the corporation in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the members of the corporation.

ARTICLE XIV. OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE XV. INCORPORATOR

The name and street address of the incorporator is as follows: Brevard Workforce Development Board, Inc., 597 Haverty Court, Suite 40, Rockledge, FL 32955.

ARTICLE XVI.
BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XVII.
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE XVIII.
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XIX.
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is May 16, 2003.

In witness whereof, the undersigned incorporator has signed these articles of incorporation on May 16, 2003.



Linda H. South, President
Brevard Workforce Development Board, Inc.
Incorporator

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE
BY REGISTERED AGENT**


Pursuant to the provisions of Florida Statutes, § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: **DYNAMIC WORKS INSTITUTE, INC.**
2. Name and address of the registered agent and office:

Linda H. South
597 Haverty Court, Suite 40
Rockledge, FL 32955.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of May, 2003.



Linda H. South
Registered Agent

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03 MAY 19 AM 9:03