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OF COUNSEL
MALCOLM R. KIRSCHENBAUM
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September 23, 1999

VIA HAND DELIVERY

Amended &
Restated
Articles

FILE THIS SECOND

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*****43.75 *****43.75

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find **SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

Labor Line Services, Inc.
Document Number: N96000000296

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

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TALLAHASSEE, FLORIDA

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OK
9/23/99

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LABOR LINE SERVICES, INC.**

FILED
99 SEP 23 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby amend and restate the Articles of Incorporation of Labor Line Services, Inc. These Second Amended and Restated Articles shall be effective upon the filing of these Articles with the Florida Department of State. These Second Amended and Restated Articles correctly set forth the provisions of the Articles of Incorporation as amended, have been duly approved as required by law, and supersede the original Articles of Incorporation, as previously amended and restated. The Corporation shall continue as a corporation not for profit under the laws of the State of Florida.

ARTICLE I – NAME AND ADDRESS

The name of this Corporation shall be Labor Line Services, Inc. The address of the Corporation shall be 12425 28th Street North, St. Petersburg, Florida 33716, which may be changed from time to time by approval of the Board of Directors.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including without limitation, the following purposes:

(a) To create industrial and service job training opportunities for offenders, ex-offenders, recipients of welfare and other entitlement programs, and other persons with barriers to employment (the "Target Population").

(b) As required, to develop, establish, and maintain a system of education, vocational, industrial, and rehabilitative programs which prepares Target Population for employment and which reduces recommitment to the correctional system, to increase job retention and to provide better employment to enable such individuals to be free from tax supported or welfare programs.

(c) To coordinate and assist the efforts of entities which own, operate, lease, or manage correctional work programs pursuant to Part II, Chapter 946 of the Florida Statutes; entities which own, operate, lease, or manage Prison Industry Enhancement programs pursuant to Section 1761 of Title 18 of the United States Code; and other entities which operate for a similar purpose ("Prison Work Programs") in a manner which will enhance the rehabilitation of the Target Population by the following:

1. Training, recruiting, and selecting employees to work in the Prison Work Programs environment,

2. Placing members of the Target Population in jobs of meaningful employment in private industry,
3. Analyzing data to determine enterprises, people, and locations which will benefit from having access to skilled members of the Target Population,
4. Monitoring the success of members of the Target Population upon placement in private industry,
5. Monitoring the recommitment rate of the Target Population, and
6. Encouraging goodwill and harmony between private enterprises, state and local agencies, and the general public to enhance the rehabilitation of the Target Population.

(d) To acquire, purchase, lease, mortgage and deal in all types of property, real and personal, which may be necessary to accomplish the general objectives herein stated, including the leasing or purchase of facilities, equipment, machinery and any other related items as the Corporation may deem necessary.

(e) To solicit and receive funds, gifts, endowments, donations, grants, devises and bequests to be used by the Corporation in furtherance of the stated objectives.

(f) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the Corporation may engage.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or

desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a corporation not for profit under Florida law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private persons, except that 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 this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, however, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall pay all liabilities of the Corporation and shall distribute the remaining assets to Industries Training Corporation (“ITC”) if ITC is then qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code and is then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code. If ITC is not then so qualified and described, then the Board of Directors shall distribute the remaining assets to any entity designated by ITC that is so qualified and described and, if there is none, then to an entity selected by the Board of Directors that is so qualified and described.

ARTICLE IV - NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership, and shall initially have one member who shall have the authority to appoint additional members. The initial member shall be ITC. If there is more than one member, then each member shall have one vote, a quorum shall consist of all members, and the vote of the majority of members shall constitute the act of the members. The membership shall be transferable unless otherwise provided in a resolution adopted by the Member. A Member may terminate its membership and appoint a successor member by giving notice to the Corporation, any other members, and the Board of Directors, together with the successor’s written acceptance of membership. If for any reason the Corporation has no member, then its membership shall consist of all

the members of the Board of Directors. As used in these Articles, the term "Member" shall mean, collectively, ITC and additional members, if any, appointed by ITC.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF DIRECTORS

Section 5.1. Number of Directors. The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than five (5) natural persons having the right to vote. The Member may increase or decrease the number of Directors from time to time by written resolution, but the Corporation shall never have fewer than three (3) Directors. The Chief Executive Officer shall be a voting member of the Board. If different persons serve as CEO and President, then the President shall be a non-voting member of the Board.

Section 5.2. Quorum; Voting. A quorum of the Board shall consist of one-third of the prescribed number of Directors determined under Section 5.1. The affirmative vote of a majority of the Directors present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

Section 5.3. Board Members. The names of the persons who are to serve on the Board until their successors are appointed, are:

Pamela Jo Davis
Robin C. Hoover
Esther R. Knightly
Randall L. May
Robert M. Smith

ARTICLE VII - OFFICERS

The Corporation shall have a Chief Executive Officer and a President who shall perform those duties specified in the Bylaws. The same person may simultaneously hold more than one office, including the Chief Executive Officer as President. The Member shall appoint all officers. Their terms of office, the persons who may serve in an office, and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are appointed are:

<u>NAME</u>	<u>POSITION</u>
Robin C. Hoover	Chairman
Randall L. May	Vice-Chairman
Pamela Jo Davis	Chief Executive Officer
Vacant	President
Esther R. Knightly	Secretary
Robert M. Smith	Treasurer

ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the Member without action by the Board. The Board may propose to the Member amendments to the Articles of Incorporation if approved by a two-thirds vote of the Directors present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO BYLAWS

The Bylaws may be amended by the Member without action by the Board. The Board may propose to the Member amendments to the Bylaws if approved by a two-

thirds vote of the Directors present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE X- REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Wilbur E. Brewton	225 South Adams Street, Suite 250 Tallahassee, Florida 32301

ARTICLE XI- REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be submitted annually within ninety (90) calendar days after the end of the Corporation's fiscal year or more frequently as the Member may request.

ARTICLE XII- ACTIONS REQUIRING MEMBERS' CONSENT

The Member must consent to the following:

- A. the addition of additional members of the Corporation;
- B. the opening or closing of any of the Corporation's offices;
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business);

D. the sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other ;

E. all employment contracts, oral or written, having a term greater than one (1) year;

F. except as otherwise directed in advance and in writing by the Member, the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation;

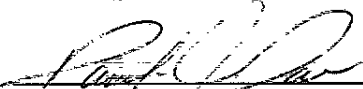
G. the termination of the activities or dissolution of the Corporation; and

H. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation were approved by a majority of the members and by a majority of the Board of Directors, under the Articles of Incorporation then in effect, at a duly called meeting on September 15, 1999, and by the Industries Training Corporation. The number of votes cast were sufficient for approval.

LABOR LINE SERVICES, INC.

By:


Pamela Jo Davis,
Chief Executive Officer

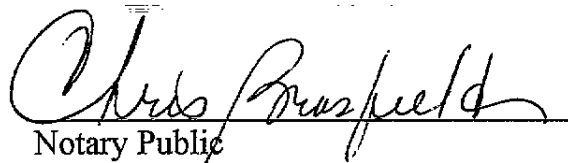
Attest:


Esther R. Knightly, Secretary

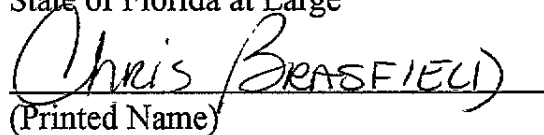
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, PAMELA JO DAVIS, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

22nd IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day of September, 1999.



Notary Public
State of Florida at Large


(Printed Name)

My Commission Expires:

