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199000000198

January 12, 1999

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

Via Hand Delivery

To Whom It May Concern:

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*****78.75 *****78.75

Enclosed for filing, please find the ARTICLES OF INCORPORATION, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a CERTIFIED COPY of the Articles of Incorporation for the following entity:

INDUSTRIES MANAGEMENT CORPORATION

Please call Ann Cotroneo at 222-7717, when the documents are ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante *by amc*

KBP/amc
Enclosures
GHRCORP/GHR.62

W99-814
Dmc
1-12-99

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99 JAN 12 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ORLANDO
(407) 843-8880

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T. SMITH JAN 12 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 12, 1999

KELLY B. PLANTE
GRAY, HARRIS & ROBINSON
P.O. BOX 11189
TALLAHASSEE, FL 32302

SUBJECT: INDUSTRIES MANAGEMENT CORPORATION
Ref. Number: W99000000814

We have received your document for INDUSTRIES MANAGEMENT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

corrected

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 199A00001449

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles
January 4, 1999

ARTICLES OF INCORPORATION OF
INDUSTRIES MANAGEMENT CORPORATION

The undersigned acting as incorporator of a Corporation
pursuant to Chapter 617, Florida Statutes, adopts the following
Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be:

INDUSTRIES MANAGEMENT CORPORATION

The corporation may at its pleasure, by a vote of a majority, plus one, of the membership body, change its name.

The initial place of business shall be:

12425-28th St. North
St. Petersburg, FL 33716

The corporate headquarters may be changed from time to time by approval of the Board of Directors.

ARTICLE II

The period of duration of this corporation shall be perpetual unless dissolved according to law.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To provide management and other related services to entities who own, operate, lease or manage correctional work programs pursuant to Part II, Chapter 946, Florida Statutes.

(b) To provide management and other related services to entities who own, operate, lease or manage Prison Industry Enhancement programs pursuant to Section 1761 of Title 18 of the

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TALLAHASSEE, FLORIDA

United States Code.

(c) To provide management and other related services to entities who provide: training opportunities through education, vocational, industrial, or rehabilitative programs; or work experience through job opportunities; or other related services for ex-offenders, probationers, and others in order to enhance the opportunity for such individuals to serve in relevant and meaningful jobs in the future, reducing the chances of such individuals becoming solely dependant on tax supported social programs or entering or recommitting to the correctional system.

(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 encourage the goodwill and harmony between private enterprises, concerned state and local agencies and the general public necessary to accomplish the stated objectives.

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

(g) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage and which might be properly determined by the Board of Directors.

This corporation is organized exclusively for public purposes

as a not-for-profit corporation within the meaning of Section 501(c) of the Internal Revenue Code, 1986, as amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure or be for the benefit of any member, director, officer or individual. In addition, the corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in s. 501.(a)(3) of the Internal Revenue Code, 1986, as amended.

ARTICLE IV

There shall be no less than three (3) members of the corporation. The qualifications for members and the manner of their admission shall be as set forth in the By-Laws of the corporation, provided however, that the President of the corporation shall automatically be a member of the corporation. The actual number of members of the corporation may be set from time to time by the Board of Directors.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are:

NAME

Pamela Jo Davis

ADDRESS

12425-28th St. North
St. Petersburg, FL 33716

C.H. Ogilvie, Jr.

400 New York Avenue
Winter Park, FL 32789

R. Ray Goode

Ryder System, Inc.
3600 NW 82nd Avenue
Miami, FL 33166

The method of election of directors is as stated in the By-Laws.

ARTICLE VI

This corporation shall be organized under a non-stock basis.

ARTICLE VII

The corporation may amend, alter or repeal any provision of the articles of incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE VIII

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-laws shall be adopted by a two-thirds vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws as are adopted in this manner may be altered, rescinded or amended by a two-thirds vote of the Directors present at any regular or special meeting of the Board of Directors, a quorum being present.

ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to Prison Rehabilitative Industries and Diversified Enterprises, Inc., a Florida corporation not-for-profit organized and operated pursuant to Part II, Chapter 946, Florida Statutes, which corporation is exempt pursuant to

Section 501(c)(3) and 170(c) of the Internal Revenue Code of 1986, if said corporation is still in existence. If Prison Rehabilitative Industries and Diversified Enterprises, Inc. is no longer in existence at the time of dissolution, the residual assets of the organization will be turned over to the State of Florida for exclusive public purpose. None of these assets will be distributed by or to any member, officer or director of this corporation or any other entity.

ARTICLE X

The name and address of the sole incorporator is:

Pamela Jo Davis
12425-28th St. North
St. Petersburg, FL 33716

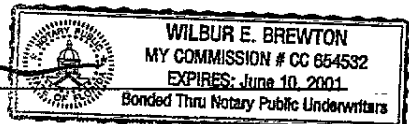
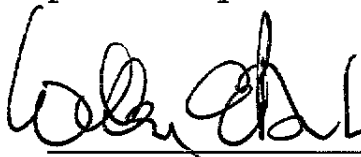
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation containing ten (10) articles; this 5th day of January, 1999.



Pamela Jo Davis, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING instrument was acknowledged and sworn before me this 5th day of January, 1999, by Pamela Jo Davis, of Industries Management Corporation, who is personally known to me, and who did take an oath.



Notary Public
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 617.1507, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent, in the State of Florida.

1. The name of the corporation is:

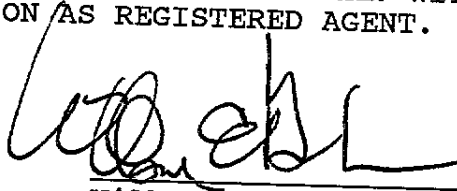
Industries Management Corporation

2. The name and address of the registered agent and office is:

Wilbur E. Brewton
225 South Adams Street, Suite 250
Tallahassee, Florida 32301


Pamela Jo Davis, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.


Wilbur E. Brewton

Date: 1-5-99

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January 4, 1999

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TALLAHASSEE, FLORIDA

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