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July 20, 1999

Secretary of State
Department of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-07/21/99--01072--011
*****70.00 *****70.00

Re: Youth Workforce Foundation, Inc.

Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation and Registered Agent Certificate of Youth Workforce Foundation, Inc.
2. Check in the amount of \$70.00 for the filing fee.

After these documents have been filed, please return the Receipt and stamped copy to my office.

If you should have any questions, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,

Gregory A. Fox
GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

FILED
99 JUL 21 AM 8:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
YOUTH WORKFORCE FOUNDATION, INC.

FILED

99 JUL 21 AM 8:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for Not For Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is:

YOUTH WORKFORCE FOUNDATION, INC.

ARTICLE II - ADDRESS

The initial street address of the principal office of this Corporation is to be at 1771 Meyer's Cove Drive, Tarpon Springs, Florida 34689.

ARTICLE III - PURPOSE

The Corporation is a not for profit corporation. The purposes for which the Corporation is organized is to provide training and job opportunities for underprivileged and disadvantaged youth.

A. The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes and the distribution of its funds for such purposes; and particularly for training and providing job opportunities for disadvantaged and underprivileged youth.

B. The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - EXISTENCE

This Corporation shall have perpetual existence, unless terminated by law, dissolution or unforeseen circumstances.

ARTICLE V - INITIAL SUBSCRIBERS

The name and residence of the subscriber to these Articles are:

Michael Piscitelli
1771 Meyer's Cove Drive
Tarpon Springs, FL 34689

ARTICLE VI - OFFICERS

The business affairs of this Corporation shall be managed by the President, Vice-Presidents, Secretary and Treasurer. The position of Secretary and Treasurer may be held by the same person.

ARTICLE VII - INITIAL OFFICERS

The names of the officers who are to serve and manage all of the affairs of the Corporation until the first election or appointment under these Articles of Incorporation are:

Michael Piscitelli	President
Donna Martin	Vice President
Agnes Piscitelli	Secretary/Treasurer

ARTICLE VIII - INITIAL DIRECTORS

The manner of election of the Board of Director are set forth in the Bylaws of the Corporation. The names and residences of the first Board of Directors who shall hold office until their successors are elected and qualified are as follows:

Donna Martin	Agnes Piscitelli
297 Madonna Blvd.	4151 McClung Dr.
Tierra Verde, FL 33715	New Port Richey, FL 34653

Michael Piscitelli
1771 Meyer's Cove Dr.
Tarpon Springs, FL 34689

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon

receipt by the Secretary of State's office.

ARTICLE X - NO PART OF EARNINGS FOR PRIVATE PURPOSES

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or Member thereof for the benefit of any private individual.

ARTICLE XI - DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining, after payment and provision of payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit foundation or corporation which is organized and operated exclusively for charitable purposes in which is established its tax exempt status under Section 501(c)(3). of the Internal Code of 1986 or corresponding provisions of any subsequent federal tax law.

AMENDMENTS XII - AMENDMENTS

These Articles of Incorporation and the By-Laws of this Corporation may be made, altered or rescinded upon a two-thirds vote of the Board of Directors present at any regular meeting or special meeting of the Board duly called for that purpose.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 20th day of July, 1999.

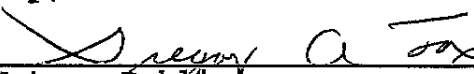

MICHAEL PISCITELLI

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared MICHAEL PISCITELLI, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

Fla. Dr. Lic. # P234 550 57 174-0

WITNESS my hand and official seal in the County and State named above this 20th day of July, 1999.


Notary Public

My commission expires:



Gregory A. Fox
MY COMMISSION # CC568165 EXPIRES
August 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AND RESIDENT AGENT CERTIFICATE

OF

YOUTH WORKFORCE FOUNDATION, INC.

In pursuance of Chapter 617.0501 and 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That the above-named Corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation and shown below has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT:

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

Gregory A. Fox
Gregory A. Fox
Registered and Resident Agent

Date: 7/20/99

Registered and Resident Agent's Information:

Street Address	28050 U.S. 19 North, Suite 100
County	Pinellas
City/State	Clearwater, Florida 3376

FILED
99 JUL 21 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA