

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Out \$ _____

97 APR -9 AM 10:53
 SECURITIES DIVISION
 TALLAHASSEE, FLORIDA

K.R. APR - 9 1997

W - 5269

REQUEST TAKEN CONFIRMED APPROVED
 DATE 3/6/97
 TIME 9:00
 BY DR

WALK-IN
 Will Pick Up _____

RE:

A Way Out, Inc.
Dynamic Solutions, Inc.

C.C. FEE. DISBURSE

☒ Capital Express™
☒ Art. of Inc. File _____
 _____ Corp. Record Search _____
 _____ Ltd. Partnership File _____
 _____ Foreign Corp. File _____
☒ () Cert. Copy(s) _____
 _____ Art. of Amend. File _____
 _____ Dissolution/Withdrawal _____
 _____ C U S _____
 _____ Fictitious Name File _____
 _____ Name Reservation _____
 _____ Annual Report/Restatement _____
 _____ Reg. Agent Service _____
 _____ Document Filing _____
 _____ Corporate Kit _____
 _____ Vehicle Search _____
 _____ Driving Record _____
 _____ Document Retrieval _____
 _____ UCC I or 3 File _____
 _____ UCC II Search _____
 _____ UCC II Retrieval _____
 _____ File No.'s _____ Copies _____
 _____ Courier Service _____
 _____ Shipping/Handling _____
 _____ Phone () _____
 _____ Top Priority _____
 _____ Express Mail Prop. _____
 _____ FAX () _____ pgs. _____

SUBTOTALS _____

| | |
|--------------------------------|----------|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ 88.38 |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1997

CAP CONN

TALL, FL 32301

SUBJECT: A WAY OUT, INC.
Ref. Number: W97000005269

We have received your document for A WAY OUT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 997A00011539

Corrected

RECEIVED
97 APR -9 AM 8:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DYNAMIC SOLUTIONS, INC.

FILED
97 APR -9 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be DYNAMIC SOLUTIONS, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all legally authorized business practices in the State of Florida, and to do any and all acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 1139 Fairlike Trace, #1914, Weston, FL 33326. The name of the initial registered agent of this corporation at that address is EILEEN TIGHE.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of

fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors. The name and address of the initial Directors of the corporation are: J.C. TRUEBA and EILEEN TIGHE at 7125 S.W. 112th Court, Miami, FL 33173.

ARTICLE VIII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: EILEEN TIGHE of 1139 Fairlike Trace, #1914, Weston, FL 33326.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XII. SHAREHOLDER QUORUM AND VOTING

Sixty Six percent (66%) of the shares entitled to vote,

represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIV. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVI. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided they were acting in good faith, and in the best interests of the corporation.

ARTICLE XVIII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3 day of March, 1997.

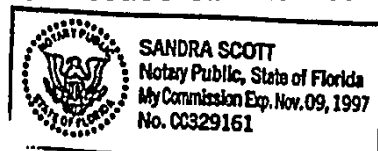
Eileen Tighe
EILEEN TIGHE, Incorporator

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on March 3, 1997, by EILEEN TIGHE, personally known to me, on oath.

My commission expires:

Sandra Scott
Notary Public - State of Florida
at Large



The undersigned, having been named as Registered Agent to accept Service of Process for Dynamic Solutions, Inc. at 1139 Fairlike Trace, #1914, Weston, FL 33326, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of her duties.

Eileen Tighe
EILEEN TIGHE, Reg. Agent

FILED
97 APR -9 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA