

EXHIBIT A

**RESOLUTIONS FOR THE MEETING OF
THE BOARD OF DIRECTORS
OF
DT INDUSTRIES, INC.
HELD ON MAY 12, 2004**

Chapter 11 Filing

WHEREAS, the Board has considered the financial and operational aspects of the Corporation's business.

WHEREAS, the Board has reviewed the historical performance of the Corporation, the market for the Corporation's products and services, the Corporation's business prospects, and the current and long-term liabilities of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Corporation under the provisions of Chapter 11 of the United States Bankruptcy Code.

FURTHER RESOLVED, that the Officers be, and they hereby are, authorized to execute and file on behalf of the Corporation all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief under or in connection with such Chapter 11 filing.

FURTHER RESOLVED, that the Officers be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the law firm of Katten Muchin Zavis Rosenman as general bankruptcy counsel and Coolidge Wall Womslley & Lombard as local bankruptcy counsel to the Corporation to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights, including filing and pleading, and, in connection therewith, the Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to, and immediately upon, the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Katten Muchin Zavis Rosenman and Coolidge Wall Womslley & Lombard.

FURTHER RESOLVED, that the Officers be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code; and, in connection therewith, the Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to, and immediately upon, the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firm(s).

FURTHER RESOLVED, that the Officers be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments, including such filings in accordance with federal and state securities laws or NASDAQ rules, as each, in such Officer's discretion, may deem necessary, appropriate or advisable in connection with the foregoing resolutions and the Chapter 11 filing.

Debtor in Possession Financing

WHEREAS, in order to provide liquidity for the period in which the Corporation may be operating under the provisions of Chapter 11 of the United States Bankruptcy Code, the Board has determined that it is necessary to obtain debtor in possession financing from various lenders who are currently in the Corporation's bank group.

NOW, THEREFORE, BE IT RESOLVED, the Corporation as a debtor and debtor-in-possession be, and it hereby is, authorized to borrow funds from a lender or lenders as the Officers deem appropriate, and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by the Officers as reasonably necessary for the continuing conduct of the affairs of the Corporation and grant security interests in and liens upon all or substantially all of the Corporation's assets as may be deemed necessary by the Officers in connection with such borrowings or the use of such cash collateral.

Exemptive Relief from Exchange Act Reporting

WHEREAS, in light of the financial condition of the Corporation, the Chapter 11 filing and the significant expense and burden associated with the Corporation's reporting obligations under the Exchange Act, the Board has determined that it is appropriate for the Corporation to seek no-action relief from the Securities and Exchange Commission (the "SEC") to exempt the Corporation from its Exchange Act reporting obligations during the pendency of the Chapter 11 proceedings.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of the Corporation and on its behalf, to execute, deliver and file such filings, reports, certificates and other documents with the SEC, and to take or cause to be taken such other actions, as they may deem necessary, appropriate or desirable in connection with obtaining such no-action relief from the SEC.

General

RESOLVED, that the Officers be, and each of them hereby is, authorized, empowered and directed to do all such other acts and things, to execute, deliver, acknowledge, file and record all such certificates and other documents and to take such other action as may be necessary,

appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to perform the Corporation's obligations in connection with the Chapter 11 filing and the debtor-in-possession financing.

FURTHER RESOLVED, that the Board hereby ratifies and confirms any and all actions taken by any of the Officers prior to the date of these resolutions to effect the purposes and intents of the foregoing resolutions.