

K67951
WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • FORT LAUDERDALE • WEST PALM BEACH

9350 FINANCIAL CENTRE
6350 SOUTH DIXIE HIGHWAY, 10TH FLOOR
MIAMI, FLORIDA 33156

TELEPHONE (305) 671-1300
DIRECT LINE FROM BROWARD (954) 921-4281
FACSIMILE (305) 670-7065

Email Address: sbandy@waltonlantaff.com

Direct Line: 305-671-1317

August 31, 2000

MICHAEL R. JENKS, P.A.
DAVID K. THARP, P.A.
WAYNE T. GILL, P.A.
CHARLES B. MIRMAN, P.A.
JONATHAN J. DAVIS
BERNARD I. PROBST
LAWRENCE D. SMITH
BETH J. LEAHY
HENRY SUAREZ
RICHARD G. ROSENBLUM
ROBERT J. STRUNIN
DEBORAH POORE KNIGHT
ROBERT L. TEITLER
ALLISON CHITTEM HARTNETT
AMY L. SMITH, P.A.
WILLIAM G. HERSMAN
KURT A. WYLAND
DAVID S. TADROS, P.A.
WARREN BROWN

KENNETH L. VALENTINI
STEVEN E. FOOR
GREGG R. MARGRE
JANE ANDERSON
MICHELE E. READY
DANILO J. IGLESIAS
GERALD K. McKIM
THOMAS J. CALDWELL
LAZARO C. RODRIGUEZ
THOMAS E. FALCON
MICHAEL H. GALEX
ANTONINO G. HERNANDEZ
GABRIEL BELLON
M. CRISTINA BRODERMANN
SANDRA M. FERRERA
EDWARD M. HARVEY
ROBERT T. DUFFEE
CAROLYN A. EGAN
JUAN CARLOS GARCIA
STEPHANIE L. BANDY
CLARA H. ARANDA
ROBERT J. HARKINS
DAMIAN H. ALBERT

OF COUNSEL
JOHN P. JOY
WILLIAM J. GRAY
GARTH A. WEBSTER, P.A.
STUART A. GOLDSTEIN

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)
SAMUEL O. CARSON (1912-1997)

Karen Gibson
Division of Corporations
Post Office Box 6327
Tallahassee, FL 323314

RE: Articles of Amendment to the Articles of Incorporation

Dear Ms. Gibson:

Enclosed please find the original Articles of Amendment to the Articles of Incorporation for the following six (6) companies:

1. Plumbing Management Systems, Inc.
2. Construction Systems of America, Inc.
3. Phase Masters, Inc.
4. Air Management Construction, Inc.
5. Conret, Inc.
6. Air Management Systems, Inc.

000003383570--3
-09/06/00--01071--006
*****35.00 *****35.00

Also enclosed please find six (6) checks in the amount of \$35.00, representing the filing fee, for the Articles of Amendment.

Should you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,

Stephanie L. Bandy

SLB/mb
Enclosures
cc: Kenneth Woods

FILED
SEP-6 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AMEND
KRG
9/7

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CONRET, INC.

(present name)

FILED
00 SEP - 6 AM 10: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1. VI (pursuant to the unanimous written consent agreement attached hereto).
2. VII (pursuant to the unanimous written consent agreement attached hereto).

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 13, 2000

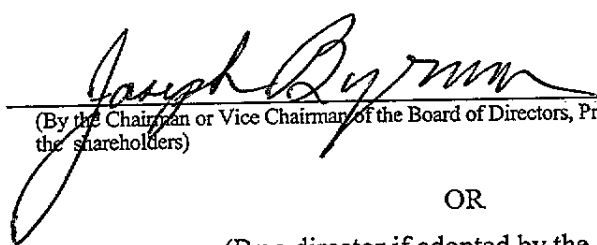
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of August, 2000

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Joseph Byrum
Typed or printed name

Chairman
Title

**UNANIMOUS WRITTEN CONSENT OF
THE SOLE SHAREHOLDER
OF
CONRET, INC.**

The undersigned, AMSI Holding Corporation, being the sole shareholder of CONRET, INC., a Florida corporation (the "Corporation"), acting pursuant to the Florida General Corporation Law, by unanimous written consent in lieu of a meeting, as evidenced by the signature set forth below, hereby adopts the following resolutions and agrees that adoption of such resolutions shall be valid and with the same effect as though such resolutions had been adopted at a meeting of the Board of Directors, duly called and held:

NOW THEREFORE, BE IT RESOLVED, that effective as of July 13, 2000, the following individual be and he is hereby elected by AMSI Holding Corporation to serve as the sole director of the Board until his successor(s) are duly elected and qualified:

Joseph Byrum

IN WITNESS WHEREOF, the undersigned sole shareholder of the Corporation, by its duly elected officer, has executed this unanimous written consent as of the date set forth below.

AMSI HOLDING CORPORATION

By: _____

Joseph Byrum
Joseph Byrum, Chairman

July 13, 2000

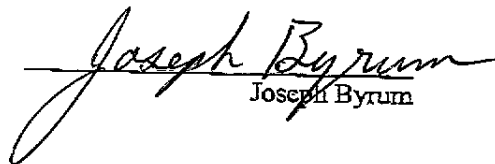
**UNANIMOUS WRITTEN CONSENT OF
THE SOLE DIRECTOR
OF
CONRET, INC.**

The undersigned, being the sole Director of CONRET, INC., a Florida corporation (the "Corporation"), acting pursuant to Florida General Corporation Law, by unanimous written consent in lieu of a meeting, as evidenced by the signature set forth below, hereby adopts the following resolutions and agrees that adoption of such resolutions shall be valid and with the same effect as though such resolutions had been adopted at a meeting of the Board of Directors, duly called and held:

NOW THEREFORE, BE IT RESOLVED, that, effective as of July 13, 2000, the following persons are elected as officers of the Company to the positions set forth opposite their names, each to hold such office until his/her successor is duly elected and qualified or until his/her earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Kenneth Woods	President
James Meyer	Treasurer & Assistant Secretary
M. Ellen Moffett	Secretary

IN WITNESS WHEREOF, the undersigned, constituting the sole Director of the Corporation, has executed this unanimous written consent as of this 13th day of July, 2000.


Joseph Byrum