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Division of Corporations  
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Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC  
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

COMPASS ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$113.75

Share  
Exchange

Fax Audit No: 4000000439190

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STATE OF FLORIDA  
ARTICLES OF SHARE EXCHANGESECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

JAMITA, INC.  
a Ohio corporation,COMPASS KNOWLEDGE HOLDINGS, INC.  
a Nevada corporation

AND

COMPASS ACQUISITION CORP.  
A Florida corporationTo the Secretary of State  
State of Florida

Pursuant to the provisions of Section 607.1102 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of share exchange.

1. The Agreement and Plan of Share Exchange effective August 1, 2000 (the "Share Exchange") by and among COMPASS KNOWLEDGE HOLDINGS, INC. as "CKHI", a Nevada corporation, COMPASS ACQUISITION CORP. as the "Acquisition Corp", a Florida corporation, and JAMITA, INC. a Ohio corporation (the "Company") LARRY G. ROWEDDER, NANCY ROWEDDER, TAMMY ANDERSON, MIKE ROWEDDER, GINA ROWEDDER, JACQUELYN ROWEDDER, LARRY G. ROWEDDER AS CUSTODIAN FOR JESSICA ANDERSON UNDER THE OHIO TRANSFERS TO MINORS ACT and MICHAEL RUTHERFORD collectively the "Stockholders", owners of all of the issued and outstanding capital stock of the Company which is being acquired by the Acquisition Corp., has been adopted by the Board of Directors and Shareholders of the Company effective August 15, 2000, by the Board of Directors of CKHI effective July 26, 2000, and by the Shareholders of the Acquisition Corp. effective July 26, 2000. A copy of the relevant portions of the Plan of Share Exchange, as required by the provisions of section 607.1105 of the Act, is attached hereto as Exhibit A and made a part hereof. This action does not require the approval of the CKHI Shareholders.
2. The Acquisition Corp. shall acquire all of the capital stock of the Company and the Company shall continue in existence as a wholly-owned subsidiary of the Acquisition Corp. in accordance with its Articles of Incorporation.

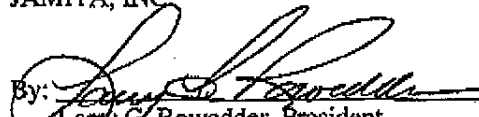
Fax Audit Number: 4000000439190Prepared by: E. Nicholas Davis III  
CloverLeaf Capital Advisors, LLC  
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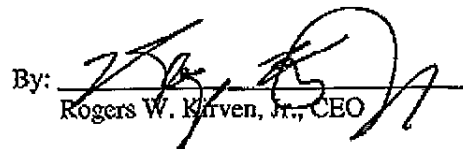
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Executed as of the 15<sup>th</sup> day of August, 2000

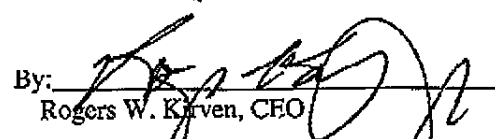
JAMITA, INC

By:   
Larry G. Rowedder, President

COMPASS KNOWLEDGE HOLDINGS, INC.

By:   
Rogers W. Kirven, Jr., CEO

COMPASS ACQUISITION CORP.

By:   
Rogers W. Kirven, CEO

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## EXHIBIT "A"

## AGREEMENT AND PLAN OF SHARE EXCHANGE

This Agreement and Plan of Share Exchange (the "Agreement") is entered into effective August 1, 2000, by and among COMPASS KNOWLEDGE HOLDINGS, INC., a Nevada corporation ("CKHI") and COMPASS ACQUISITION CORP., a Florida corporation (the "Acquisition Corp"), a wholly owned subsidiary of CKHI (CKHI and the Acquisition Corp shall sometimes be hereinafter collectively known as the "Buyer") and LARRY G. ROWEDDER, NANCY ROWEDDER, TAMMY ANDERSON, MIKE ROWEDDER, GINA ROWEDDER, JACQUELYN ROWEDDER, LARRY G. ROWEDDER AS CUSTODIAN FOR JESSICA ANDERSON UNDER THE OHIO TRANSFERS TO MINORS ACT and MICHAEL RUTHERFORD (collectively the "Stockholders") and JAMITA, INC., a Ohio corporation (hereinafter "Company" or "Jamita").

## ARTICLE I

## THE PURCHASE OF THE STOCKHOLDERS SHARES

**1.1 Purchase and Sale of Shares.** Subject to the terms and conditions of the Agreement and Plan of Stock Purchase between the parties of even date herewith, on the Closing Date, the Stockholders shall sell to the Buyer and the Buyer shall purchase from the Stockholders all of the shares of common stock they own in Jamita which represents 100% of all of the capital stock of Jamita which is and will be issued and outstanding as of the Closing Date (hereinafter the Jamita stock shall be called the "Jamita Shares").

**1.2 Acquisition Consideration.** The Acquisition Consideration to be paid to the Stockholders for the Jamita Shares shall be calculated and paid as set forth below.

**1.2.1 Initial Consideration.** The initial consideration (the "Initial Consideration") shall consist of the following:

(a) \$1,875,000, in cash (the "Initial Cash"), will be paid to the Stockholders, at Closing.

(b) \$1,125,000, in CKHI Stock, will be delivered to the Escrow Agent, at Closing, and will be held and delivered by the Escrow Agent in accordance with the terms and conditions of the Escrow Agreement. In determining the number of shares of CKHI Stock that will be delivered to the Escrow Agent, the amount of such payment (i.e., \$1,125,000) will be divided by the Fair Market Value of CKHI Stock. The \$1,125,000 of CKHI Stock placed in escrow will sometimes herein be called the "Escrowed Stock."

(c) Subject to the condition that Jamita realizes Formula Revenues of at least \$1,027,000 (the "Revenue Threshold") in the first Formula Period, the Escrow Agent shall

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pay to the Stockholders the Escrowed Stock. In determining the Formula Revenues, the Formula Revenues From Base Business shall be applied first and then to the extent necessary to reach the Revenue Threshold the Formula Revenues Derived From Additional Business shall be applied. Any excess Formula Revenues Derived From Additional Business shall be subject to the Incentive Payments described in Section 1.2.2 below.

(d) In the event that Jamita fails to realize Formula Revenues at least equal to the Revenue Threshold for the first Formula Period ("Revenue Deficit"), the amount of the Escrowed Stock that will be paid to the Stockholders will be recalculated as follows: the Escrowed Stock will be multiplied by a number which shall be determined by: (i) taking the actual Formula Revenues for the first Formula Period, and (ii) dividing such number by the Revenue Threshold. For example, if the actual Formula Revenues for the first Formula Period is \$900,000 then, in such event, only \$985,881 of the Escrowed Stock will be paid to the Stockholders.

**1.2.2 Incentive Payments.** CKHI agrees, subject to the provisions of this Agreement, to pay to the Stockholders an additional amount calculated by multiplying the Formula Revenues Derived From Additional Business for the first and second Formula Periods by 17.5% (the "Formula Factor"). Such payments shall hereinafter sometimes be referred to as the "Incentive Payments".

Notwithstanding the foregoing, no Incentive Payment shall be paid to the Stockholders as may otherwise be required pursuant to this provision with respect to the amount of any Formula Revenues Derived From Additional Business which are used to calculate the Escrowed Stock payment as set forth in Section 1.2.1(c) above.

Furthermore, by way of example, if Jamita has collected \$100,000 of Revenues Derived From Additional Business from one or more new customers during the first Formula Period and such amounts are not used to calculate the Escrowed Stock payment as set forth in Section 1.2.1(c) above, then, in such event, the Jamita Shareholders will be paid an Incentive payment of \$17,500. Conversely, if in the Second Formula Period the same customer(s) are provided the same product or service up to \$100,000 then no additional Incentive Payments will be required pursuant to this provision. However, if the same customer(s) are provided a new or additional products or services in excess of \$100,000 then, in such event, an additional Incentive Payment will be calculated at the Formula Factor with respect to the amount of such additional product or service and paid to the Stockholders.

No Incentive Payments will be made with respect to Formula Revenues From Base Business regardless of whether or not such revenues are derived from new or additional products or services.

**1.2.3 Payment Method and Time.** (a) The release of the Escrowed Stock and each Incentive Payment shall be made, if required pursuant to the Agreement and Plan of Stock Purchase, as soon as reasonably possible after the calculation for such payment is made but in no event shall such payment be made later than 90 days after the end of each Formula Period. Each Incentive Payment, if any, shall be made in cash. All cash consideration to be paid by the Buyer

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shall be delivered by certified bank check or wire transfer of immediately available funds to the accounts of the Stockholders designated by the Stockholders by written notice to the CKHL.

(b) The payment of the Initial Consideration, including the Escrowed Stock, and the Incentive Payments, if any, shall be paid 90% to the Rowedder Stockholders and 10% to Michael Rutherford. The allocation of such payments among each Rowedder Stockholder shall be made in accordance with their ownership percentages set in Jamita.

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