MIAMI ◆ FORT LAUDERDALE ◆ WEST PALM BEACH

MICHAEL R 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

9350 FINANCIAL CENTRE 9350 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

KENNETH 🗖 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 (1913-1978) LAURENCE A. SCHROEDER (1907-1995) SAMUEL O. CARSON (1912-1997)

-01071--004

\*\*\*\*\*35.00

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

> Articles of Amendment to the Articles of Incorporation RE:

Dear Ms. Gibson:

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

Plumbing Management Systems, Inc. 1.

Construction Systems of America, Inc. 2.

Phase Masters, Inc. 3.

Air Management Construction, Inc. 4.

Conret, Inc. 5.

Air Management Systems, Inc.

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

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

SLB/mb Enclosures

cc: Kenneth Woods

Veryî truly yours

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OSER OF MOOGO PHASE MASTERS, INC.

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:

(present name)

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

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

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: | Th                  | e date of each amendment's adoption: July 13, 2000  |  |  |
|--------|---------------------|---|--|--|
| FOURTH | <b>I</b> : <i>A</i> | Adoption of Amendment(s) (CHECK ONE)  |  |  |
|        | 3                   | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.   |  |  |
| Ū      | ב                   | 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  |  |  |
| Ę      | X                   | 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   |  |  |
| Signat | ture                | By the Chairman of Vice Chairman of the Board of Directors, Flesidesh of Other Chairman of Vice Chairman of the Board of Directors, Flesidesh of Other Chairman of Vice Chairman of the Board of Directors, Flesidesh of Other Chairman of the Board of Directors, Flesidesh of Other Chairman of the Board of Directors, Flesidesh of Other Chairman of the Board of Directors, Flesidesh of Other Chairman of the Board of Directors, Flesidesh of Other Chairman of the Board of Directors, Flesidesh of Other Chairman of Other |  |  |
|        | /                   | the shareholders) OR  |  |  |
|        | L                   | (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  |  |  |
|        |                     | Hitc  |  |  |

## UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF PHASE MASTERS INC.

The undersigned, AMSI Holding Corporation, being the sole shareholder of PHASE MASTERS 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

July 13, 2000

## UNANIMOUS WRITTEN CONSENT OF THE SOLE DIRECTOR OF PHASE MASTERS INC.

The undersigned, being the sole Director of PHASE MASTERS 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 signatures 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:

| Name             | Office                          |
|------------------|---------------------------------|
| 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