

PA6000098785

5:08 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000017122 8))

O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AMSI HOLDING, INC.

AUDIT NUMBER.....H96000017122

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

POST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM

Connect: 00:20:07

FILED
96 DEC -6 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 DEC -6 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 12/6/96

H96000017122

ARTICLES OF INCORPORATION
OF
AMSI HOLDING, INC.

I.

The name of the corporation is:
AMSI HOLDING, INC.

II.

The term for which this corporation shall exist shall be perpetual.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

General contracting, air conditioning repair, maintenance and management, mechanical contracting and management of all of said types of businesses and related activities.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theatres and other places of public entertainment.

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 40TH STREET, SUITE 810
MIAMI, FLORIDA 33132-2063
(305) 825-2030

Prepared by:

Pa. Bal #249777

FILED
96 DEC -6 PM 1:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

H96000017122

496000017122

To own, lease, use, experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale disposition and traffic in same, both as principal and as agent.

To buy, sell trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 606, Florida Statutes 1975, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, of the attainment of any of the objects or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, firms or individuals, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the law under which this corporation is organized.

III.

The corporation is authorized to issue 2500 shares of \$1.00 par value common stock, which shares shall be designated "COMMON STOCK".

IV.

Every shareholder, upon the sale for cash of 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

496000017122

V.

The street address of the initial registered office and principal place of business of this corporation is:

101 N.W. 176th Street
Miami, Florida 33169

and the name of the initial registered agent of this corporation at that address is:

JAMES M. HIGHTOWER

VI.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation are:

NAME

ADDRESS

JAMES M. HIGHTOWER

6411 S.W. 183rd Way
Fort Lauderdale, Florida 33331

VII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

PRESIDENT:

JAMES M. HIGHTOWER

VIII.

The name and address of the incorporator(s) signing these Articles is:

NAME

ADDRESS

JAMES M. HIGHTOWER

6411 S.W. 183rd Way
Fort Lauderdale, Florida

IX.

496000017122

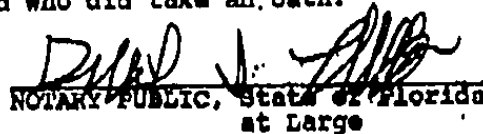
If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 3rd day of December, 1996.

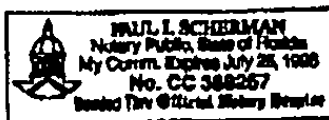

JAMES M. HIGHTOWER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd day of December, 1996 by JAMES M. HIGHTOWER who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



496000017122

496000017122

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--AMSI HOLDING, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE
OF FLORIDA, HAS NAMED JAMES M. HIGHTOWER, LOCATED AT 101 N.W. 176TH
STREET, MIAMI, FLORIDA 33169 AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


JAMES M. HIGHTOWER

TITLE: PRESIDENT

DATE: 12-3-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -6 PM 1:31

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


JAMES M. HIGHTOWER
REGISTERED AGENT

DATE: 12-3-96

496000017122

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1040 WEST 40th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2903
(305) 825-2030

PAUL I. SCHERMAN

Fax: (305) 825-7629

January 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

700002062017--8
-01/17/97--01072--001
*****70.00 *****70.00

RE: Share Exchange pursuant to Florida Statute 607.1103
by and between AMSI Holding, Inc. and Plumbing
Management Systems, Inc.

Dear Gentlemen/Ladies:

Enclosed please find the following in connection with the Share Exchange involving the two (2) above referenced corporations, pursuant to Florida Statute 607.1103.

1. Original and one (1) copy of the Articles of Share Exchange duly executed by the appropriate parties.

2. Our firms check in the amount of \$ 70.00 representing the required filing fee established by your office.

Kindly forward to the undersigned a certificate of Articles of Share Exchange evidencing this filing. In the event you have any questions, please do not hesitate to contact the undersigned. Thanking you in advance for your anticipated cooperation.

Very truly yours,

PAUL I. SCHERMAN, P.A.

BY: 
PAUL I. SCHERMAN, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

Share Exchange
VS JAN 27 1997

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and PLUMBING MANAGEMENT SYSTEMS, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Plumbing Management Systems, Inc.

2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Plumbing Management Systems, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

PLUMBING MANAGEMENT SYSTEMS, INC.
a Florida Corporation

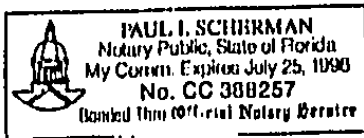
BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

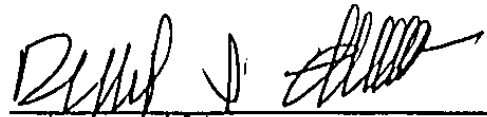
and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

STATE OF FLORIDA
COUNTY OF DADE

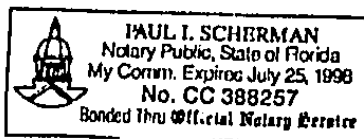
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of Plumbing Management Systems, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 40th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2003
(305) 825-2030

PAUL I. SCHERMAN

Fax: (305) 825-7529

January 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

800002062019--2
-01/17/97--01072--003
*****70.00 *****70.00

RE: Share Exchange pursuant to Florida Statute 607.1103
by and between AMSI Holding, Inc. and Air Management
Systems, Inc.

Dear Gentlemen/Ladies:

Enclosed please find the following in connection with the Share
Exchange involving the two (2) above referenced corporations, pursuant
to Florida Statute 607.1103.

1. Original and one (1) copy of the Articles of Share Exchange
duly executed by the appropriate parties.
2. Our firms check in the amount of \$ 70.00 representing
the required filing fee established by your office.

Kindly forward to the undersigned a certificate of Articles of
Share Exchange evidencing this filing. In the event you have any
questions, please do not hesitate to contact the undersigned.
Thanking you in advance for your anticipated cooperation.

Very truly yours,

PAUL I. SCHERMAN, P.A.

BY:


PAUL I. SCHERMAN, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

Share Exchange

VS JAN 2 / 1997

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and AIR MANAGEMENT SYSTEMS, INC., being PH 2:44
validly and legally formed under the laws of the State of Florida, have adopted a Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Air Management Systems, Inc.

2. The effective date of the Share Exchange is, effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Air Management Systems, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

AIR MANAGEMENT SYSTEMS, INC.,
a Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and AIR MANAGEMENT SYSTEMS, INC., being duly and legally formed under the laws of the State of Florida, have adopted a Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Air Management Systems, Inc.

2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Air Management Systems, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

AIR MANAGEMENT SYSTEMS, INC.,
a Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

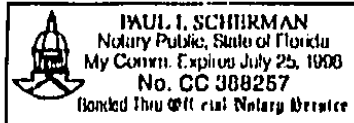
and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 17 PM 2:44

STATE OF FLORIDA
COUNTY OF DADE

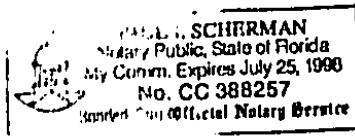
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of Air Management Systems, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1040 WEST 40th STREET, SUITE 610
HIALEAH, FLORIDA 33012-2003
(305) 825-2030

FILED
97 JAN 17 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7520

January 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

000002062020--9
-01/17/97--01072--004
*****70.00 *****70.00

RE: Share Exchange pursuant to Florida Statute 607.1103
by and between AMSI Holding, Inc. and Construction
Systems of America, Inc.

Dear Gentlemen/Ladies:

Enclosed please find the following in connection with the Share
Exchange involving the two (2) above referenced corporations, pursuant
to Florida Statute 607.1103.

1. Original and one (1) copy of the Articles of Share Exchange
duly executed by the appropriate parties.

2. Our firms check in the amount of \$ 70.00 representing
the required filing fee established by your office.

Kindly forward to the undersigned a certificate of Articles of
Share Exchange evidencing this filing. In the event you have any
questions, please do not hesitate to contact the undersigned.
Thanking you in advance for your anticipated cooperation.

Very truly yours,

PAUL I. SCHERMAN, P.A.

BY: Paul I. Scherman
PAUL I. SCHERMAN, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

Share Exchange

VS JAN 27 1997

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and CONSTRUCTION SYSTEMS OF AMERICA, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Construction Systems of America, Inc.

2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Construction Systems of America, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

CONSTRUCTION SYSTEMS OF AMERICA
INC., a Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

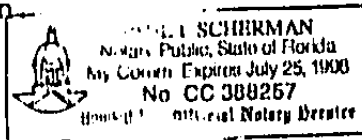
and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 17 PM 2:50

STATE OF FLORIDA
COUNTY OF DADE

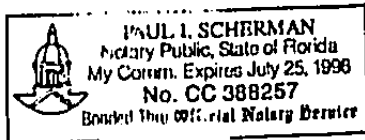
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.

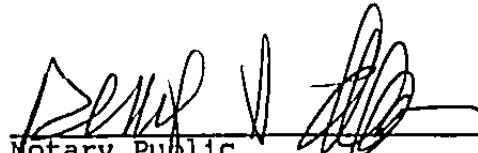



Notary Public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of Construction Systems of America, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 40th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2903
(305) 825-2030

FILED
97 JAN 17 PM 2:53
TALLAHASSEE, FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7520

January 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

100002062021--6
-01/17/97--01072--005
*****70.00 *****70.00

RE: Share Exchange pursuant to Florida Statute 607.1103
by and between AMSI Holding, Inc. and Phasemasters, Inc.

Dear Gentlemen/Ladies:

Enclosed please find the following in connection with the Share Exchange involving the two (2) above referenced corporations, pursuant to Florida Statute 607.1103.

1. Original and one (1) copy of the Articles of Share Exchange duly executed by the appropriate parties.

2. Our firms check in the amount of \$ 70.00 representing the required filing fee established by your office.

Kindly forward to the undersigned a certificate of Articles of Share Exchange evidencing this filing. In the event you have any questions, please do not hesitate to contact the undersigned. Thanking you in advance for your anticipated cooperation.

Very truly yours,

PAUL I. SCHERMAN, P.A.

BY:

PAUL I. SCHERMAN, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

VS JAN 27 1997

Share Exchange

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and PHASEMASTERS, INC., being validly and legally formed under the laws of the State of Florida, have adopted the Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Phasomasters, Inc.

2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Phasemasters, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY:

James M. Hightower
JAMES M. HIGHTOWER, its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

PHASEMASTERS, INC., a Florida
Corporation

BY:

James M. Hightower
JAMES M. HIGHTOWER, its
President

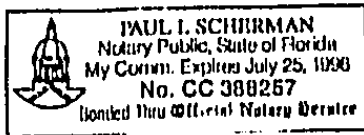
and

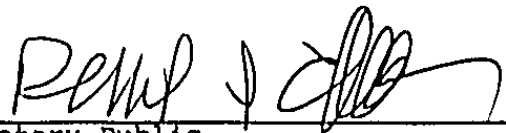
James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 11 PM 2:53
CLERK
FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

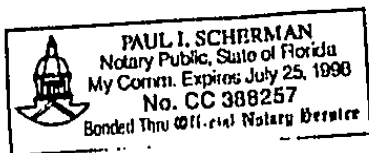
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.

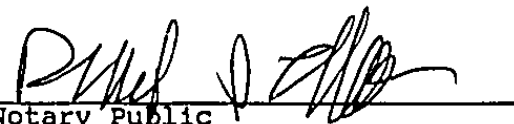



Notary Public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of Phasemasters, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1040 WEST 49th STREET, SUITE 610
HIALEAH, FLORIDA 33012-2903
(305) 825-2030

FILED
97 JAN 17 PM 2:54
TALLAHASSEE, FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7520

January 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

200002062022--3
-01/17/97--01072--006
*****70.00 *****70.00

RE: Share Exchange pursuant to Florida Statute 607.1103
by and between AMSI Holding, Inc. and Air Management
Systems West, Inc.

Dear Gentlemen/Ladies:

Enclosed please find the following in connection with the Share Exchange involving the two (2) above referenced corporations, pursuant to Florida Statute 607.1103.

1. Original and one (1) copy of the Articles of Share Exchange duly executed by the appropriate parties.

2. Our firms check in the amount of \$ 70.00 representing the required filing fee established by your office.

Kindly forward to the undersigned a certificate of Articles of Share Exchange evidencing this filing. In the event you have any questions, please do not hesitate to contact the undersigned. Thanking you in advance for your anticipated cooperation.

Very truly yours,

PAUL I. SCHERMAN, P.A.

BY: 
PAUL I. SCHERMAN, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

VS JAN 27 1997

Share Exchange

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and AIR MANAGEMENT SYSTEMS WEST, INC. have validly and legally formed under the laws of the State of Florida, PH 2:54 have adopted a Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Air Management Systems West, Inc.

2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Air Management Systems West, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY: James M. Hightower
JAMES M. HIGHTOWER its
President

and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

AIR MANAGEMENT SYSTEMS WEST,
INC., a Florida Corporation

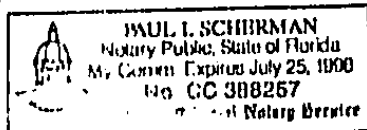
BY: James M. Hightower
JAMES M. HIGHTOWER, its
President

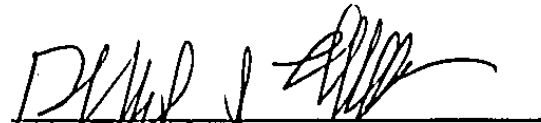
and

James M. Hightower
JAMES M. HIGHTOWER, its
Secretary

STATE OF FLORIDA
COUNTY OF DADE

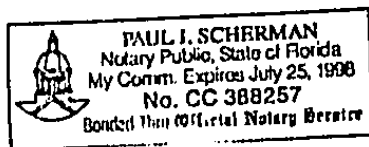
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.

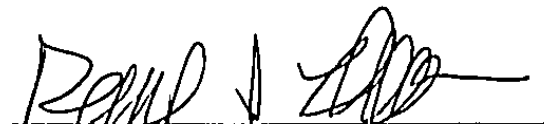



Notary Public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of Air Management Systems West, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 40th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2003
(305) 825-2030

FILED
97 JAN 17 PM 2:55
TALLAHASSEE, FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7520

January 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

300002062023--0
-01/17/97--01072--007
*****70.00 *****70.00

RE: Share Exchange pursuant to Florida Statute 607.1103
by and between AMSI Holding, Inc. and Digital Dynamic
Systems, Inc.

Dear Gentlemen/Ladies:

Enclosed please find the following in connection with the Share
Exchange involving the two (2) above referenced corporations, pursuant
to Florida Statute 607.1103.

1. Original and one (1) copy of the Articles of Share Exchange
duly executed by the appropriate parties.

2. Our firms check in the amount of \$ 70.00 representing
the required filing fee established by your office.

Kindly forward to the undersigned a certificate of Articles of
Share Exchange evidencing this filing. In the event you have any
questions, please do not hesitate to contact the undersigned.
Thanking you in advance for your anticipated cooperation.

Very truly yours,

PAUL I. SCHERMAN, P.A.

BY: 
PAUL I. SCHERMAN, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

VS JAN 27 1997

Share Exchange

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and DIGITAL DYNAMIC SYSTEMS, INC., being duly and legally formed under the laws of the State of Florida, have adopted a Plan of Share Exchange.

1. Plan of Share Exchange is: AMSI Holding, Inc., acquires One Hundred (100%) percent of the stock of Digital Dynamic Systems, Inc.

2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

3. AMSI Holding, Inc., a Florida corporation adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

4. Digital Dynamic Systems, Inc., adopted the Plan of Share Exchange on January 2, 1997 by a vote of the shareholders and board of directors.

Dated: January 2, 1997

AMSI HOLDING, INC., a
Florida Corporation

BY:


JAMES M. HIGHTOWER, its
President

and


JAMES M. HIGHTOWER, its
Secretary

DIGITAL DYNAMIC SYSTEMS, INC.,
a Florida Corporation

BY:


JAMES M. HIGHTOWER, its
President

and

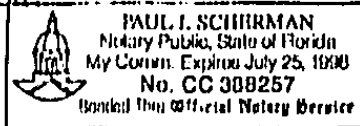

JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 17 PM 2:56

Page -2-

STATE OF FLORIDA
COUNTY OF DADE

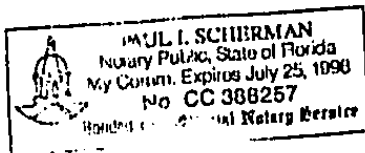
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.

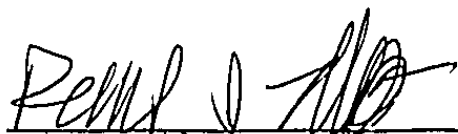



Notary Public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of Digital Dynamic Systems, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




Notary Public