

P96000098785

PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

PAUL I. SCHERMAN

Fax: (305) 825-7529

January 9, 1997

FILED
97 JAN 17 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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, its
President

and


JAMES M. HIGHTOWER, its
Secretary

PLUMBING MANAGEMENT SYSTEMS, INC.
a Florida Corporation

BY:


JAMES M. HIGHTOWER, its
President

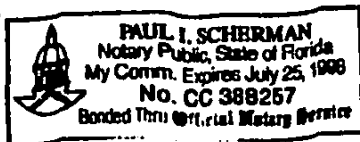
and



JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 17 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

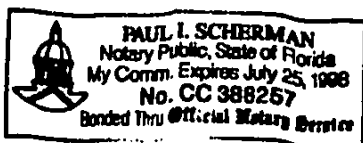
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




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 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

PA 6000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

PAUL I. SCHERMAN

January 9, 1997

97 JAN 17 PM 2:43
FILED
SECRETARY OF
TALLAHASSEE
Fax: (305) 825-7529
800002062018
-01/17/97-01072-002
***70.00 ***70.00

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

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

CONRET, INC.,
a Florida Corporation

BY:


JAMES M. HIGHTOWER, its
President

and


JAMES M. HIGHTOWER, its
Secretary

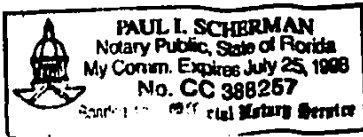
FILED

97 JAN 17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

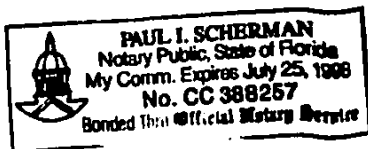
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.



Paul I. Scherman
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 Conret, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.



Paul I. Scherman
Notary Public

P96000098785

PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

PAUL I. SCHERMAN

January 9, 1997

Fax: (305) 825-7529

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

900002062019--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 27 1997

instrument was acknowledged before me this 2nd day
James M. Hightower as President of AMSI Holding,
poration on behalf of the corporation. He is per-
or has produced a Florida Drivers License as iden-

D. L. SCHERMAN
Notary Public, State of Florida
My Comm. Expires July 25, 1998
No. CC 368257
A Notary Public for the State of Florida


Notary Public

instrument was acknowledged before me this 2nd day
James M. Hightower as President of Air Management
Florida corporation on behalf of the corporation. He
to me or has produced a Florida Drivers License as

D. L. SCHERMAN
Notary Public, State of Florida
My Comm. Expires July 25, 1998
No. CC 368257
A Notary Public for the State of Florida


Notary Public

P96000098785

LAW OFFICES
PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

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

PAUL I. SCHERMAN

Fax: (305) 825-7529

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, ESQ.

PIS:meq

Enclosures

cc James M. Hightower

Share Exchange

VS JAN 27 1997

P960000918785

PAUL I. SCHERMAN, P.A.
A PROFESSIONAL ASSOCIATION
PALM SPRINGS CENTER
1840 WEST 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(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

900002062019--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 27 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 PH 2:44
validly and legally formed under the laws of the State of Florida, 97 JAN 17
have adopted a Plan of Share Exchange. 97 JAN 17 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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, its
President

and


JAMES M. HIGHTOWER, its
Secretary

AIR MANAGEMENT SYSTEMS, INC.,
a Florida Corporation

BY:

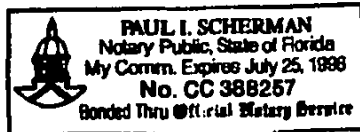

JAMES M. HIGHTOWER, its
President

and


JAMES M. HIGHTOWER, its
Secretary

STATE OF FLORIDA
COUNTY OF DADE

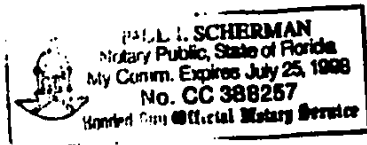
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




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, 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 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

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

PAUL I. SCHERMAN

Fax: (305) 825-7529

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, 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, its
President

and


JAMES M. HIGHTOWER, its
Secretary

CONSTRUCTION SYSTEMS OF AMERICA
INC., a Florida Corporation

BY:


JAMES M. HIGHTOWER, its
President

and


JAMES M. HIGHTOWER, its
Secretary

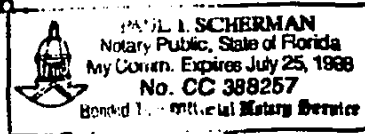
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97 JAN 17 PM 2:50

STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

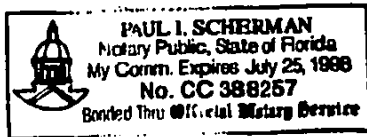
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.

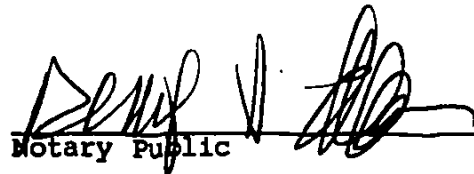



Notary Public

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 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 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

FILED
97 JAN 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7529

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 Phasemasters, 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, its
President

and


JAMES M. HIGHTOWER, its
Secretary

PHASEMASTERS, INC., a Florida
Corporation

BY:


JAMES M. HIGHTOWER, its
President

and


JAMES M. HIGHTOWER, its
Secretary

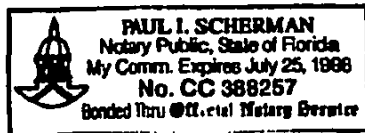
FILED

97 JAN 2 2:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

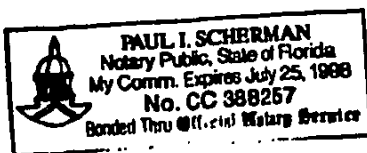
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.



Paul I. Scherman
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.



Paul I. Scherman
Notary Public

P96000098785

PAUL I. SCHERMAN, P.A.

A PROFESSIONAL ASSOCIATION

PALM SPRINGS CENTER
1840 WEST 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

FILED
97 JAN 17 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7526

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., 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 Air Management Systems West, Inc.

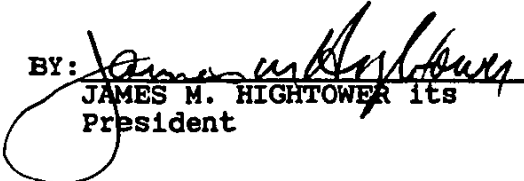
2. The effective date of the Share Exchange is: effective upon the filing of these Articles of Share Exchange with the Department of State of Florida.

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

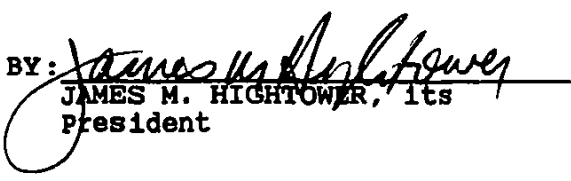
AMSI HOLDING, INC., a
Florida Corporation

BY: 
JAMES M. HIGHTOWER its
President

and


JAMES M. HIGHTOWER, its
Secretary

AIR MANAGEMENT SYSTEMS WEST,
INC., a Florida Corporation

BY: 
JAMES M. HIGHTOWER, its
President

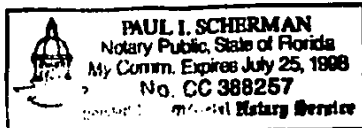
and


JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 17 PM 2:54
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

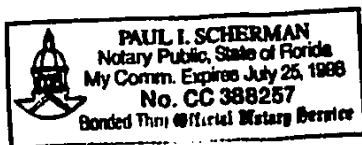
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




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 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 49th STREET, SUITE 510
HIALEAH, FLORIDA 33012-2963
(305) 825-2030

FILED
97 JAN 17 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PAUL I. SCHERMAN

Fax: (305) 825-7528

January 9, 1997

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

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*****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 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 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

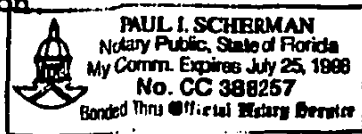
and


JAMES M. HIGHTOWER, its
Secretary

FILED
97 JAN 17 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

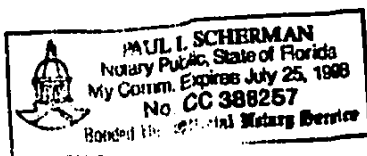
The foregoing instrument was acknowledged before me this 2nd day of January, 1997 by James M. Hightower as President of AMSI Holding, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification.




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 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