P96000098785

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

700002062017---B -01/17/97--01072--001

Fax: (305) 825-7529

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 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 \$\frac{70.00}{2000}\$ 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.

PAUL I. SCHERMAN, ESQ

PIS:meq

Enclosures

cc James M. Hightower

Share Explange

" VS JAN 2 7 1997

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and PLUMBING MANAGEMENT SYSTEMS (INC., Meting validly and legally formed under the laws of the State of Elorida;) 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

PLUMBING MANAGEMENT SYSTEMS, INC. a Florida Corporation

JAMES M. HIGHTOWER Its

Président

and

JAMES M. HIGHTOWE

Sedretary

and

JAMES M. HIGHTOWER,

JAMES M. HIGHTOWE

Secretary

President

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
My Comm. Expires July 25, 1998
No. CC 388257
Bonded Thru writerial Metary Meritics

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.

PAUL I. SCHERMAN
Notery Public, State of Florida
My Comm. Expires July 25, 1998
No. CC 388257
Bonded Thru Official Matery Bernice

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

PAUL I. SCHERMAN

January 9, 1997

800002062018 - 5 -01/17/97--01072-002 *****70.00 ******78,00

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.

PAUL I. SCHERMAN, EST.

PIS:meg

Enclosures

cc James M. Hightower

Share Exchange

" VS JAN 2 7 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 suppted a Plansof Share Exchange.

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

- 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

JAMES M. HIGHTOWE

President

and

JAMES M. HIGHTOWER

Secretary

CONRET, INC., a Florida Corporation

JAMES M. HIGHTOWER

President

and

JAMES M. HIGHTOWER,

Secretary

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 Porida
My Convin. Expires July 25, 1998
No. CC 388257
Scholic Convinction (Convinction)

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, State of Florida
My Comm. Expires July 25, 1908
7 No. CC 388257
Bonded Three official Matury Benefic

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 *****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.

PIS: meg

Enclosures

James M. Hightower

Share Exchange

JAN 2 7 19**97**

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-

C Season Control of Con

Notary Public

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



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 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.

PIS:meg

Enclosures

cc James M. Hightower

Show Exchange

P960 PAULT, 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

900002062019--2 -01/17/97--01072--003 *****70,00 ******70,00

Fax: (305) 825-7529

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 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 \$\frac{70.00}{2000}\$ 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: ZHERMAN REO

PIS:meg

Enclosures

cc James M. Hightower

Shore Exchange

VS JAN 2 7 1997

ARTICLES OF SHARE EXCHANGE

97

AND AND Holding, Inc. and AIR MANAGEMENT SYSTEMS, INC. peing Physical Action of the State of Florida, 2:44 validly and legally formed under the laws of the State 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

President

and

JANES M. HIGHTOWE

Secretary

AIR MANAGEMENT SYSTEMS, INC., a Florida Corporation

JAMES M. HIGHTOWER,

President

and

Segretary

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and AIR MANAGEMENT SYSTEMS, INC. being Phy
validly and legally formed under the laws of the State of Florida, 244 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

President

and

JAMES M. HIGHTÖWE

Setretary

AIR MANAGEMENT SYSTEMS, INC., a Florida Corporation

BY: \

AMES M. HIGHTOWER,

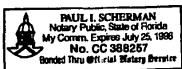
Fresident

and

M. HIGHTOWE

Segretary

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.

No. CC 388257
No. CC 388257

PAGOODOS 8785
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 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 \$\frac{70.00}{2000}\$ 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.

PAUL I SCHEDMAN FE

PIS:meg

Enclosures

cc James M. Hightower

Stone Exchange

ARTICLES OF SHARE EXCHANGE

97 JAN 17 IRU. 2: 50 AMSI Holding, Inc. and CONSTRUCTION SYSTEMS OF AMERICA, INC. 2:50 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.
- 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

JAMES M. HIGHTOWER

President

and

JAMES M. HIGHTOWE

Segretary

CONSTRUCTION SYSTEMS OF AMERICA INC., a Florida Corporation

BY: AMES M. HIGHTOVER,

Fresident

and

JAMES M. HIGHTOWE Secretary

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.

All Notary Public, Sale 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 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.

PAUL I. SCHERMAN
Notary Public, State of Florida
My Comm. Expires July 25, 1998
No. CC 388257
Booked Thru Official Matury Bernice

My Coren. Expires July 25, 1998

No. CC 388257

Bonded 1. - office at Matery Service

PAGO OCACIOS STATES

PAUL I. SCHERMAN, P.A.

A PROFESSIONAL ASSOCIATION

PALM SPRINGS CENTER

1840 WEST 49th STREET, SUITE 510

PAUL I. SCHERMAN

January 9, 1997

HIALEAH, FLORIDA 33012-2963 (305) 825-2030

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

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

Fax: (305) 825-7529

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.

PIS:meg

Enclosures

cc James M. Hightower

VS JAN 2 7 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 2.53

- 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

JAMES M. HIGHTOWER /1ts

President

and

JAMES M. HIGHTOWE

Segretary

PHASEMASTERS, INC., a Florida Corporation

JAMES M. HIGHTOWER,

President

and

JAMES M. HIGHTOWER

Secretary

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
My Comm. Expires July 25, 1996
No. CC 388257
Bonded Thru Official Metary Eventer

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, State of Florida
My Comm. Expires July 25, 1998
No. CC 388257
Bonded Thru Officers Matary Service

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

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

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

Fax: (305) 825-752(

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.

PAUL I. SCHERMAN, ES()

PIS:meq

Enclosures

CC James M. Hightower

VS JAN 2 7 1997

Share Epchange

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and AIR MANAGEMENT SYSTEMS WEST, INC. Moring Validly and legally formed under the laws of the State of Plorida, py have adopted a Plan of Share Exchange.

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

JAMES M. HIGHTOWER Its

President

and

JAMES M. HIGHTOWER, 1

Secretary

AIR MANAGEMENT SYSTEMS WEST, INC., a Florida Corporation

JAMES M. HIGHTOWER, 1ts

President

and

Janes M. Hightower. Secretary

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 Rorids
My Comm. Expires July 25, 1998
No. CC 388257

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

PAUL I. SCHERMAN
Notary Public, State of Rorida
My Comm. Expires July 25, 1998
No. CC 388257
Bonded Thiri Official Matary Bernice

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

PAUL I. SCHERMAN

January 9, 1997

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

Fax: (305) 825-1

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 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 \$\frac{70.00}{2000}\$ 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:

ACTURIDA AV

PIS:meq

Enclosures

cc James M. Hightower

VS JAN 2 7 1997

Show Exchange

ARTICLES OF SHARE EXCHANGE

AMSI Holding, Inc. and DIGITAL DYNAMIC SYSTEMS, INC. being Py validly and legally formed under the laws of the State of Figrida, 256 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

JAMES M. HIGHT President

and

secretary

DIGITAL DYNAMIC SYSTEMS, INC. a Florida Corporation

President

and

M. HIGHTOWER

Sedretary

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
My Comm. Expires July 25, 1998
No. CC 388257
Bonded Thru Official Matary Berniter

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.

PAUL I. SCHERMAN
Notary Public, State of Florida
My Comm. Expires July 25, 1998
No. CC 388257
Booded the States Bernice