

P96 0000 98785

http://ccs1.doc.state.fl.us/scripts/filccp.exe

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000008999 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305) 579-0300
Fax Number : (305) 579-0321

FILED
99 APR 16 PM 2:54
SECRETARY OF STATE
KATHERINE HARRIS, FLORIDA

RECEIVED
99 APR 16 PM 2:30
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

AMSI HOLDING, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

Merger

Electronic Filing Menu

Corporate Filing

Public Access Help

04/16/99

DC

04/16/99 12:11:11

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMSI HOLDING, INC., a Florida corporation, P96000098785

INTO

CROTHALL ACQUISITION CORP., a Delaware corporation not qualified in
Florida

File date: April 16, 1999

Corporate Specialist: Darlene Connell

((H99000008999 7)))

ARTICLES OF MERGER
OF
AMSI HOLDING, INC.
INTO
CROTHALL ACQUISITION CORP.

FILED
99 APR 16 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging AMSI Holding, Inc. into Crothall Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is AMSI Holding, Inc., a Florida corporation ("AMSI"), and Crothall Acquisition Corp., a Delaware corporation ("Crothall"). The name of the surviving corporation is Crothall Acquisition Corp.

2. The holders of all issued and outstanding shares of the common stock of AMSI, par value \$1.00 per share ("AMSI Common Stock"), shall, by virtue of the Merger and without any action by the holder thereof, receive: (a) on the closing date of the Merger, 128,407 shares of Crothall Services Group ("CSG Common Stock") and \$4,091,000.00 in cash consideration; (b) on or prior to March 31, 2000, 3,125 shares of CSG Common Stock and \$100,000 in cash consideration; and (c) on or prior to March 31, 2001, 3,125 shares of CSG Common Stock and \$100,000 in cash consideration. At the time the Merger is effective, (the "Effective Time"), each issued and outstanding share of common stock of Crothall shall remain issued and outstanding and unaffected by the Merger.

3. As per the Agreement and Plan of Reorganization, dated as of April 15, 1999, among Crothall Services Group, a Delaware corporation, Crothall Holding Corporation, Delaware corporation, Crothall, AMSI and the sole stockholder of AMSI, there is a provision that offers contingent merger consideration in connection with meeting certain performance criteria post Merger.

3. The effective date of the Merger shall be April 15, 1999, at 3:00 p.m. (Eastern Time).

4. The Plan of Merger was duly adopted by the shareholders of AMSI on April 15, 1999 and the number of shareholder votes cast were sufficient for approval. The Plan of Merger was duly adopted by the shareholders of Crothall on April 15, 1999 and the number of shareholder votes cast were sufficient for approval.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

Prepared by:
Andrew Hamilton, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103
(215) 963-2000

((H99000008999 7)))

TOTAL P.04

((H99000008999 7)))

Dated: April 15, 1999.

AMSI HOLDING, INC.

CROTHALL ACQUISITION CORP.

By James M. Hightower
Name: James M. Hightower
Title: President

By Graeme A. Crothall
Name: Graeme A. Crothall
Title: President

((H99000008999 7)))

M101A/96735.1

-2-

305 579 0321 P.04

MORGAN, LEWIS & MIMMI

APR-16-1999 12:24