

Division of Corporations

Page 1 of 1

P970000 7/4 01

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.

(((H00000034999 3)))

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 : BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.
Account Number : 075467003414
Phone : (727) 898-6690
Fax Number : (727) 898-8811

FILED
00 JUN 30 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

AMERICAN ENTERPRISE SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Share Exchange
7-5-00

350)487-6013

07/05/00 09:07 Fl Dept of State

p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 5, 2000

AMERICAN ENTERPRISE SOLUTIONS, INC.
6800 N DALE MABRY
STE 100
TAMPA, FL 33614USSUBJECT: AMERICAN ENTERPRISE SOLUTIONS, INC.
REF: P97000071401

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "RESEARCH" is missing from the name of the corporation on page 3 of the plan of merger. The name should read as follows: THE FLORIDA WEST COAST CLINICAL RESEACH GROUP, INC.

Please remove the three (3) shown at the end of the fax audit number shown at the bottom of the second page of the plan of merger.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H00000034999
Letter Number: 300A00037297RECEIVED
01 JUL 2000
DIVISION OF CORPORATIONS

H00000034999 3

ARTICLES OF SHARE EXCHANGE
OFAmerican Enterprise Solutions, Inc.,
a Florida corporation

and

The Florida West Coast Clinical Research
Group, Inc., a Florida corporationFILED
00 JUN 30 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Share Exchange.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Share Exchange and these Articles of Share Exchange are American Enterprise Solutions, Inc., a Florida corporation, (the "Parent Corporation") and The Florida West Coast Clinical Research Group, Inc., a Florida corporation, (the "Subsidiary Corporation").

ARTICLE II. Subsidiary Corporation. The corporation whose shares are being acquired in the Share Exchange is The Florida West Coast Clinical Research Group, Inc. a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Share Exchange. A copy of the Plan of Share Exchange is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Share Exchange").

ARTICLE IV. Adoption. The Plan of Share Exchange was duly adopted by the shareholders and the members of the Board of Directors of the Subsidiary Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required. The Plan of Share Exchange was duly adopted by the members of the Board of Directors of the Parent Corporation by unanimous written action of even date herewith. Approval of the Plan of Share Exchange by the shareholders of the Parent Corporation is not required pursuant to Section 607.1103(7),

This Instrument Prepared By:

Jeffrey J. Kallah, Esq., Bronstein, Carlson, Gleim & Smith, P.A.
150 Second Avenue North, Suite 1100
St. Petersburg, FL 33701 (727) 898-6688

H00000034999 3

H 00000034999 3

Florida Statutes.

ARTICE V. Counterparts. This document may be executed in counterparts, each of which, when so executed, shall constitute one and the same document.

H 00000034999 3

- H00000034999 3

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 30 day of June, 2000.

Inc.,
American Enterprise Solutions,
a Florida corporation

ATTEST:

[Signature]
Assistant, Secretary

By: *Ronald L. Riewold*
DIVISION, President
Ronald L. Riewold, Division President

The Florida West Coast Clinical
Research Group, Inc., a Florida
corporation

ATTEST:

_____, Secretary

By: _____
_____, President

144191

H00000034999 3

H 00000034999 3

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 30 day of June, 2000.

Inc., American Enterprise Solutions,
a Florida corporation

ATTEST:

_____, Secretary By: _____, President

The Florida West Coast Clinical
Research Group, Inc., a Florida
corporation

ATTEST:

_____, Secretary By: Robert J. Goldstein, President

144191

H 00000034999 3

Exhibit "A"

H 000000349993

PLAN OF SHARE EXCHANGE

This PLAN OF SHARE EXCHANGE (the "Plan"), is made and entered into as of the 30 day of July, 2000, by and between American Enterprise Solutions, Inc., a Florida corporation (the "Parent Corporation") and The Florida West Coast Clinical Research Group, Inc., a Florida corporation (the "Subsidiary Corporation").

Recitals

A. The Parent Corporation and the Subsidiary Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(B) of such Code by effecting a share exchange pursuant to Section 607.1102, of the Florida Business Corporation Act.

B. The Parent Corporation desires to acquire the stock of the Subsidiary Corporation in order to expand the Parent Corporation's business and further the Parent Corporation's corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Share Exchange and Reorganization:

1. Plan of Share Exchange. On the Effective Date of the Share Exchange specified herein, the Parent Corporation shall acquire all the stock of the Subsidiary Corporation in accordance with the Share Exchange laws of the State of Florida. The Subsidiary Corporation shall continue to exist under the laws of the State of Florida.

2. Articles of Incorporation. The Articles of Incorporation of the Subsidiary Corporation will not differ from its Articles of Incorporation before the Share Exchange and shall not be changed by virtue of the Share Exchange.

3. Bylaws. The Bylaws of the Subsidiary Corporation in effect on the Effective Date of the Share Exchange shall be the Bylaws of the Subsidiary Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Share Exchange. The date the Share Exchange shall become effective (the "Effective Date") shall be the date the Articles of Share Exchange have been duly filed with the Florida Department of State. Each of the parties hereto agrees that it shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Share Exchange. The Articles of Share Exchange shall be in the form attached to this Plan of Share Exchange.

H 00000034999 3

H 00000034999 3

5. Effect of Share Exchange. On the Effective Date of the Share Exchange, the shares of the Subsidiary Corporation shall be exchanged pursuant to this Plan of Share Exchange, and the former holders of the shares of the Subsidiary Corporation shall be entitled only to the exchange rights provided in the Articles of Share Exchange or to their rights under section 607.1302 of the Florida Statutes.

6. Exchange of Shares. On the Effective Date of the Share Exchange, 10 shares of the capital stock of the Subsidiary Corporation shall be converted into 30,000 shares of the capital stock (restricted by Rule 144) of the Parent Corporation. In addition, twenty-seven (27) months after the Effective Date, for each four dollars that the Subsidiary Corporation's average annual earnings before interest, taxes, depreciation and amortization ("EBITDA") during the first two years immediately following the Effective Date exceeds \$60,000, Parent Corporation will deliver to the former shareholders of the Subsidiary Corporation an additional one share of Parent Corporation Rule 144 restricted stock (not to exceed 15,000 shares). In other words, if average annual EBITDA during the first two years is \$100,000, then the Parent Corporation shall deliver 10,000 shares. Furthermore, thirty-nine (39) months after the Effective Date, for each two dollars that Subsidiary Corporation's average annual EBITDA during the first three years immediately following the Effective Date exceeds \$60,000, Parent Corporation will deliver to the former shareholders of Subsidiary Corporation an additional one share of share of Parent Corporation Rule 144 restricted stock (not to exceed 30,000 shares); provided, however, the number of such shares delivered shall be reduced by the number of shares that were delivered to the former shareholders of the Subsidiary Corporation 27 months after the Effective Date. In other words, if average annual EBITDA during the first three year is \$120,000, then Parent Corporation will deliver 30,000 shares (less the number of shares delivered to the term shareholders of the Subsidiary Corporation 27 months after the Effective Date). Shares of Parent Corporation Rule 144 restricted stock shall refer to the shares of Parent Corporation stock in existence at the Effective Date and shall include any post-Effective Date stock splits or replacement shares in successor entities. Notwithstanding anything herein to the contrary, "EBITDA" in any year (as the term EBITDA is used above) will not include Subsidiary Corporation's expenses in excess of the total amount of Subsidiary Corporation's expenses in 1999 unless the inclusion of such expenses does not serve to decrease EBITDA below \$120,000. Consider the following example. Assume that the total of all Subsidiary Corporation's expenses in 1999 was \$50,000. (Items of expense shall exclude interest, taxes, depreciation and amortization). If Parent Corporation elects to increase Subsidiary Corporation's annual expenses to \$60,000, then the EBITDA calculation during such year will not include the additional \$10,000 of expenses unless the inclusion of such additional expenses will not decrease EBITDA for the year below \$120,000. Under no circumstances will any of the language in this paragraph obligate the Shareholders to return to Parent Corporation any stock that Parent Corporation previously delivered to the former shareholders of the Subsidiary Corporation.

Upon surrender of certificates representing the shares of the capital stock of the Subsidiary Corporation, each shareholder of the Subsidiary Corporation shall be entitled to receive in exchange certificates representing shares of the capital stock of the Parent Corporation in accordance with the foregoing provisions of this Section, and such shares of the capital stock of the Parent Corporation shall be issued as fully paid and nonassessable.

H 00000034999 3

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Parent Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Share Exchange, the officers and directors of the Subsidiary Corporation, as of the Effective Date of the Share Exchange, shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The Shareholders of the Parent Corporation and the Subsidiary Corporation have authorized the Board of Directors of each Corporation to amend this Plan of Share Exchange or abandon the Share Exchange, prior to the filing of the Articles of Share Exchange with the Florida Department of State, without further action of the Shareholders.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

American Enterprise Solutions,
Inc., a Florida Corporation

By: _____, President

The Florida West Coast Clinical Research
Group, Inc., a Florida corporation

By: Robert J. Goldstein, President

144195

H 00000034999 3

H 00000034999 3

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Parent Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Share Exchange, the officers and directors of the subsidiary Corporation, as of the Effective Date of the Share Exchange, shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The Shareholders of the Parent Corporation and the Subsidiary Corporation have authorized the Board of Directors of each Corporation to amend this Plan of Share Exchange or abandon the Share Exchange, prior to the filing of the Articles of Share Exchange with the Florida Department of State, without further action of the Shareholders.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:



American Enterprise Solutions,
Inc., a Florida Corporation

By: Ronald L. Riewold
DIVISION, President

Ronald L. Riewold, Division President

The Florida West Coast Clinical Research
Group, Inc., a Florida corporation

By: _____, President

144195

H 00000034999 3