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September 30, 1998

Via Federal Express

Secretary of State
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Susan Payne/Filing

Re: North American Crane Bureau Group, Inc.
B&A File No. 180-000

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****140.00 ****140.00

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Share Exchange of North American Crane Bureau Group, Inc., with North American Crane Bureau, Inc. and Noram Productions, Inc. and North American Crane Bureau West, Inc., which we are submitting for filing as a matter of record with the Department of State.

Also enclosed please find this firm's check in the amount of \$140.00 for payment of the required fees for filing these Articles of Share Exchange, pursuant to Chapter 607, Florida Statutes.

Please file the original Articles of Share Exchange immediately and return a stamped copy of the document to my attention in the enclosed, self-addressed stamped envelope.

If you have any questions or comments, please do not hesitate to so advise.

Sincerely,

Wiley S. Boston
Wiley S. Boston

WSB/bg
Enclosures
cc: Ted Blanton

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DIVISION OF CORPORATIONS
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Share Exchange

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DIVISION OF CORPORATION

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**ARTICLES OF SHARE EXCHANGE
OF
NORTH AMERICAN CRANE BUREAU GROUP, INC., a Florida Corporation,
with
NORTH AMERICAN CRANE BUREAU, INC., a Florida Corporation,
and
NORAM PRODUCTIONS, INC., a Florida Corporation,
and
NORTH AMERICAN CRANE BUREAU WEST, INC., a California Corporation**

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") North American Crane Bureau Group, Inc. and North American Crane Bureau, Inc. and Noram Productions, Inc. and North American Crane Bureau West, Inc., adopt the following Articles of Share Exchange.

1. The Plan of Share Exchange dated September 30, 1998 between North American Crane Bureau Group, Inc. and North American Crane Bureau, Inc. and North American Crane Bureau West, Inc. and Noram Productions, Inc., was approved and adopted by the Shareholders of North American Crane Bureau Group, Inc. on September 30, 1998 and was adopted by the Shareholders of North American Crane Bureau, Inc. on September 30, 1998 and was adopted by the Shareholders of North American Crane Bureau West, Inc. on September 30, 1998 and was adopted by the Shareholders of Noram Productions, Inc. on September 30, 1998.

2. Pursuant to the Plan of Share Exchange, all issued and outstanding shares of North American Crane Bureau, Inc.'s stock will be exchanged for shares of stock of North American Crane Bureau Group, Inc. on a one-for-one basis, and North American Crane Bureau, Inc. will become a wholly-owned subsidiary of North American Crane Bureau Group, Inc. All issued and outstanding shares of North American Crane Bureau West, Inc.'s stock will be exchanged for shares of stock of North American Crane Bureau Group, Inc. with one share of North American Crane Bureau Group being provided for every two shares of North American Crane Bureau West, Inc. surrendered, and North American Crane Bureau West, Inc. will become a wholly-owned subsidiary of North American Crane Bureau Group, Inc. All issued and outstanding shares of Noram Productions, Inc.'s stock will be exchanged for shares of stock of North American Crane Bureau Group, Inc. with one share of North American Crane Bureau Group, Inc. being provided for every four shares of Noram Productions, Inc. surrendered, and Noram Productions, Inc. will become a wholly-owned subsidiary of North American Crane Bureau Group, Inc. Accordingly, the total consideration provided by North American Crane Bureau Group, Inc. will be as follows:

890 shares total to the shareholders of North American Crane Bureau, Inc.
750 shares total to the shareholders of North American Crane Bureau West, Inc.
600 shares total to the shareholders of Noram Productions, Inc.

3. The Plan of Share Exchange is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.

4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the share exchange shall be on the filing of these Articles of Share Exchange with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 30th day of September, 1998.

ATTEST:


(Corporate Seal)

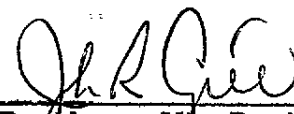
North American Crane Bureau Group, Inc.
a Florida Corporation

By: 
President or Vice President

ATTEST:


(Corporate Seal)

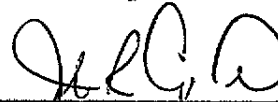
North American Crane Bureau, Inc.
a Florida Corporation

By: 
President or Vice President

ATTEST:


(Corporate Seal)

North American Crane Bureau West, Inc.
a California Corporation

By: 
President or Vice President

ATTEST:


(Corporate Seal)

Noram Productions, Inc.
a Florida Corporation

By: 
President or Vice President

September 30, 1998

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is entered into between North American Crane Bureau Group, Inc. ("Acquiror") and North American Crane Bureau, Inc. ("NACB"), North American Crane Bureau West, Inc. ("NACB West"), and Noram Productions, Inc. ("Noram").

1. On the effective date, all of the shareholders of NACB, NACB West, and Noram, not dissenting from the Plan shall exchange all of the outstanding stock of NACB, NACB West, and Noram, respectively for shares of Acquiror. NACB, NACB West, and Noram shall become wholly-owned subsidiaries of Acquiror. The shares to be surrendered to Acquiror and yielded by each of the corporations and shareholders are as follows:

Shares to be surrendered and received by NACB shareholders:

One share of Acquiror's stock shall be exchanged for each share of NACB stock transferred to Acquiror, for a total of 890 shares of Acquiror's stock to be provided.
(representing 100% of the shareholders of NACB)

Shares to be yielded and received by NACB West shareholders:

One share of Acquiror's stock shall be exchanged for every two shares of NACB West stock transferred to Acquiror, for a total of 750 shares of Acquiror's stock to be provided.
(representing 100% of the shareholders of NACB West)

Shares to be yielded and received by Noram shareholders:

One share of Acquiror's stock shall be exchanged for every four shares of Noram stock transferred to Acquiror, for a total of 600 shares of Acquiror's stock to be provided.
(representing 100% of the shareholders of Noram)

2. Satisfaction of Rights of Shareholders of NACB, NACB West, and Noram (hereinafter sometimes collectively referred to as "Acquirees"). All shares of Acquiror's stock into which shares of Acquirees' stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Supplemental Action. If at any time after the effective date Acquiror shall determine that any further conveyances, agreements, documents, instruments, and insurances or any other further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquirees, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

EXHIBIT

A

4. Filing with the Florida Secretary of State and Effective Date. Upon approval of this Plan by 100% of the shareholders of Acquirees, Acquiror and Acquirees shall cause their respective presidents to execute Articles of Share Exchange in the form attached to this Plan and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with Section 607.1103 of the Florida Business Corporation Act (the "Act"), the Articles of Share Exchange shall specify the "effective date." The effective date shall be the filing date of the Articles.

5. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquirees by action taken by the Board of Directors of such party or parties, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquirees by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with Section 607.1103 of the Act.

6. Termination. At any time before the effective date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of all Acquirees and Acquiror, notwithstanding favorable action by the shareholders of Acquirees.

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