

V48891

LAW OFFICES
Michael E. Hill

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COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131
December 30, 1998

TELEPHONE (305) 577-3088
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VIA DHL
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Merger of Advanced Energy Management Corp. (Surviving) and Southern
Certified Systems, Inc., Florida corporations

Dear Sir/Madame:

Enclosed please find Articles of Merger for the above-captioned, to be filed on
December 31, 1998.

I am enclosing a check for \$70.00 as per the price instructions on your website.

Sincerely,

Michael E. Hill
Michael E. Hill

RECEIVED

98 DEC 31 AM 9:15

DIVISION OF CORPORATIONS

merger
LF 1-4-98

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-01/04/99--01007--014
*****70.00 *****70.00

FILED
98 DEC 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOUTHERN CERTIFIED SYSTEMS, INC., a Florida corporation (Document
#428404)

INTO

ADVANCED ENERGY MANAGEMENT CORPORATION, a Florida corporation,
V48891.

File date: December 31, 1998

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER
OF
ADVANCED ENERGY MANAGEMENT CORPORATION
AND
SOUTHERN CERTIFIED SYSTEMS, INC.

FILED
98 DEC 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby merge pursuant to Chapter 607.1101 of the laws of the State of Florida.

ARTICLE I. NAMES OF MERGING CORPORATIONS

The names of the merging corporations are Advanced Energy Management corporation, a Florida corporation, and Southern Certified Systems, Inc., a Florida corporation.

ARTICLE II. SURVIVING CORPORATION

The surviving corporation is Advanced Energy Management Corporation.

ARTICLE III. EFFECTIVE DATE

The effective date of the merger is December 31, 1998.

ARTICLE IV. PLAN OF MERGER

The plan of merger was approved by the board of directors of Advanced Energy Management Corporation on December 23, 1998. Approval of the shareholders of Advanced Energy Management Corporation was not required pursuant to Florida Statutes 607.1103(7). The plan of merger was approved by the board of directors of Southern Certified Systems, Inc. on December 11, 1998, and by the shareholders of Southern Certified Systems, Inc. on December 11, 1998. The Plan of Merger, as so approved, is set forth herein in its entirety as follows:

"PLAN OF MERGER
BETWEEN
ADVANCED ENERGY MANAGEMENT CORPORATION
AND
SOUTHERN CERTIFIED SYSTEMS, INC.

The undersigned corporations hereby adopt this Plan of Merger pursuant to Chapter 607.1101 of the laws of the State of Florida.

1. NAMES OF MERGING CORPORATIONS

The names of the merging corporations are Advanced Energy Management corporation, a Florida corporation, and Southern Certified Systems, Inc., a Florida corporation.

2. SURVIVING CORPORATION

The surviving corporation is Advanced Energy Management Corporation.

3. EFFECTIVE DATE

The effective date of the merger is December 31, 1998.

4. TERMS AND CONDITIONS OF MERGER

The merger shall be completed pursuant to this Plan of Merger, and simultaneously with completion of the transactions contemplated in that certain "Preliminary Agreement to Merge Corporations" dated December 18, 1998 among Advanced Energy Management Corporation, Southern Certified Systems, Inc. and Ray Battani. Filing of executed Articles of Merger with the Florida Secretary of State shall be conclusive proof that all said transactions have been completed.

5. MANNER AND BASIS FOR CONVERSION OF SHARES

Each corporation has only one (1) class of outstanding shares, being its common stock. Shareholders as of December 22, 1998 (the "Record Date") will be recognized as shareholders of the respective corporations for all purposes relating to the merger. Each shareholder of Southern Certified Systems, Inc. as of the Record Date shall receive 964.11 newly issued shares of Advanced Energy Management Corporation common stock, per one (1) share of Southern Certified Systems, Inc. common stock held on the Record Date. Certain of said shares so acquired by the shareholders of Southern Certified Systems, Inc. will be immediately repurchased by Advanced Energy Management Corporation, as set forth more particularly in the Preliminary Agreement to Merge Corporations.

All shareholders of Advanced Energy Management Corporation (or holders of options or conversion rights) immediately prior to the merger shall retain their respective shares (or options or conversion rights), with identical designations, preferences, limitations and relative rights, i.e. there shall be no conversion of such shares (or options or conversion rights), nor issuance of additional shares, options or rights to such shareholders as a result of the merger.

IN WITNESS WHEREOF, the undersigned corporations have executed this Plan of Merger, through their authorized officers, on December 30, 1998."

[END OF APPROVED PLAN OF MERGER]

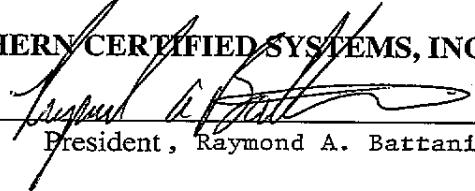
IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of

Merger, through their authorized officers, on December 30, 1998.

**ADVANCED ENERGY MANAGEMENT
CORPORATION**

By: 
President, John Davidson

SOUTHERN CERTIFIED SYSTEMS, INC.

By: 
President, Raymond A. Battani