



M96798

ACCOUNT NO. : 072100000032

REFERENCE : 689909 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 2, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 689909-005

CUSTOMER NO: 4728359

CUSTOMER: Ms. Judy McDonald  
Bush Ross Gardner Warren &  
220 South Franklin Street

Tampa, FL 33602

*Name Change Amend*

900002418379--1

-02/02/98--01048--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: HZH, INC.

Name	3/98
Effective Date	
Document	DOWN
XX ARTICLES OF AMENDMENT	
RESTATED ARTICLES OF INCORPORATION	
Update	DOWN

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
98 FEB -2 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 FEB -2 PM 12:21  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
HZH, INC.

\*\*\*\*\*

FILED  
98 FEB -2 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HZH, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE I. NAME

The name of this corporation shall be:

OneSource Group, Inc.

The corporation's principal place of business and mailing address shall be 18167 U.S. Highway 19 North, Suite 300, Clearwater, Florida 33764."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding the majority of stock of the corporation and all directors having executed a written statement, dated January 30, 1998 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary this 30th day of January 1998.

HZH, INC.

By: Earl E. Horton, Jr.  
Earl E. Horton, Jr., President

Attest:

By: Cheyl Anastasi  
Cheyl Anastasi

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 30th day of January by Earl E. Horton, Jr., an individual known to me or who has produced \_\_\_\_\_ as identification, in his capacity as President of HZH, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

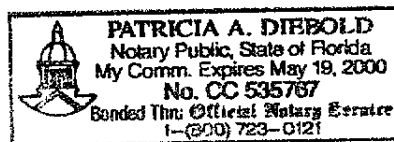
sign Patricia A. Diebold

print Patricia A. Diebold

NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires: 5-19-2000

144018.01




WRITTEN ACTION OF SHAREHOLDER(S) AND DIRECTOR(S)  
OF  
HZH, INC.

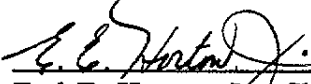
The undersigned, being shareholders holding the majority of the shares of HZH, INC., a Florida corporation (the "Company"), and all of the directors of the Company, acting pursuant to the terms of §§607.0821 and .0704, Florida Statutes, and by agreement of the undersigned not otherwise proscribed by the Company's Articles of Incorporation or By-Laws, hereby take the following written actions in lieu of holding a meeting regarding same:


1. Change of Company's Name. The undersigned hereby approve changing the Company's name to OneSource Group, Inc.

2. Procedural Matters. The undersigned hereby authorize the officers of the Company to execute and deliver such other instruments or documents and to do any and all other acts and things which they may deem necessary or advisable to carry out the intent and purpose of the foregoing action.

Dated: January 30, 1998

  
Terrell V. Hawkins, Shareholder  
and Chairman of the Board of Directors

  
Earl E. Horton, Jr., Shareholder  
and Director

  
Michael A. McClain, Shareholder  
and Director