840072

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Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

On-Line Resources, Inc 900002049329--3
01/07/97--01156--021
*****35.00 *****35.00
merged into:
Cutler Williams Incorporated 900002049329--3
-01/07/97--01156--022
*****35.00 *****35.00

( ) Profit ( ) NonProfit ( ) Limited Liability Co.	( ) Amendment	(X) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other UCC Filing ( ) Change of R.A. ( ) Fic. Name
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12-24

Per Susan P.,
Do not recognize two of the merging corporations as qualified even though they are. (Data Aid + Datronics Management.)

M. HENDRICKS DEC 2 6 1996

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

ON-LINE RESOURCES, INC., A FLORIDA CORPORATION, S26446.

into

CUTLER-WILLIAMS INCORPORATED which changed its name to COMSYS TECHNICAL SERVICES, INC., a Delaware corporation 840072

File date: December 24, 1996 , effective December 31, 1996

Corporate Specialist: Nancy Hendricks

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation	State of Incorporation
Cutler-Williams Incorporated	Delaware
On-Line Resources, Inc.	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is set forth on Exhibit A.

FIFTH: The effective date of the certificate of merger shall be the 31st day of December, 1996.

SIXTH: The merger was approved by the sole stockholder of Cutler-Williams Incorporated and On-Line Resources, Inc.

SEVENTH: The plan of merger was adopted by the Board of Directors of On-Line Resources, Inc., on the 16th day of December, 1996, and was adopted by the Board of Directors of Cutler-Williams Incorporated on the 16th day of December, 1996.

Signed this 19th day of December, 1996.

CUTLER-WILLIAMS INCORPORATED

By: Edward Pierce

Edward L. Pierce
Senior Vice President

ON-LINE RESOURCES, INC.

By: Edward Pierce

Edward L. Pierce
Senior Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

CUTLER-WILLIAMS INCORPORATED

AND

CAMBRIDGE INFORMATION SERVICES, INC.
COMSYS TECHNICAL SERVICES, INC.
DATA AID, INC.
DATRONICS MANAGEMENT, INC.
INTERNATIONAL SOFTWARE DESIGNS
KC CONSULTING INC.
KNAUER ASSOCIATES SYSTEMS ENGINEERING, INC.
ON-LINE RESOURCES, INC.
PACIFIC DATA GROUP, INC.
REGAL DATA SYSTEMS, INC.

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated this 19th day of December, 1996, pursuant to Section 252 of the General Corporation Law of Delaware, by and among Cutler-Williams Incorporated, a Delaware corporation, and Cambridge Information Services, Inc., a New Jersey corporation, COMSYS Technical Services, Inc., a Maryland corporation, Data Aid, Inc., an Alabama corporation, Datronics Management, Inc., a New York corporation, International Software Designs, a California corporation, KC Consulting Inc., a California corporation, Knauer Associates Systems Engineering, Inc., a California corporation, On-Line Resources, Inc., a Florida corporation, Pacific Data Group, Inc., an Oregon corporation, and Regal Data Systems, Inc., a New Jersey corporation (collectively, the "Merging Corporations").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Cutler-Williams Incorporated hereby merges into itself the Merging Corporations and the Merging Corporations shall be and hereby are merged into Cutler-Williams Incorporated, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Cutler-Williams Incorporated, is amended as follows:

> "FIRST: The name of the corporation (hereinafter called the "Corporation") is COMSYS Technical Services, Inc."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

Each share of common stock of each of the Merging Corporations which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, automatically be cancelled; all shares of the Merging Corporations then held in treasury shall cease to exist and the surviving corporation will not make any new issuances of securities. There will be no substantive effect to the stockholder of the Merging Corporations or the surviving corporation.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 1996.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the Merging Corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the Merging Corporations respectively. The Merging Corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merging Corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of any constituent corporation at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the Chairman of the Board of each party hereto as the respective act, deed and agreement of each of said corporations, on this 19th day of December, 1996.

CUTLER-WILLIAMS INCORPORATED

By: Edward Pierce
Edward L. Pierce
Senior Vice President

CAMBRIDGE INFORMATION SERVICES, INC.

By: ____________________
Peter T. Dameris
Senior Vice President

COMSYS TECHNICAL SERVICES, INC.

By: ____________________
Peter T. Dameris
Senior Vice President

DATA AID, INC.

By: ____________________
Peter T. Dameris
Senior Vice President

DATRONICS MANAGEMENT, INC.

By: ____________________
Peter T. Dameris
Senior Vice President

INTERNATIONAL SOFTWARE DESIGNS

By:____________________________________

Peter T. Dameris
Senior Vice President

KC CONSULTING INC.

By:____________________________________

Peter T. Dameris
Senior Vice President

KNAUER ASSOCIATES SYSTEMS ENGINEERING, INC.

By:____________________________________

Peter T. Dameris
Senior Vice President

ON-LINE RESOURCES, INC.

By:____________________________________

Peter T. Dameris
Senior Vice President

PACIFIC DATA GROUP, INC.

By:____________________________________

Peter T. Dameris
Senior Vice President

REGAL DATA SYSTEMS, INC.

By:____________________________________

Peter T. Dameris
Senior Vice President