

J29408
ARMSTRONG & MEJER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

SUITE III DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

AMENDED
August 29, 1997

VIA FEDERAL EXPRESS
PERSONAL & CONFIDENTIAL

Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, Florida 32399

Attn: Ms. Annette Hogan

Re: Worley, Humphrey & Ball, Inc.

Dear Annette:

Pursuant to your conversation with Liz, my secretary, enclosed are the following:

1. The corrected first page of Amended and Restated Articles of Incorporation and copy of signature page showing titles of persons signing;
2. The Minutes showing the names of the Chairman and Secretary;
3. The Articles of Merger and Addendum showing names and titles of persons signing document and date of adoption by shareholders;

4. Plan of Merger showing name and title of person signing document.

5. Additional check in the amount of \$95.00 for filing fee.

If you have any further questions or directions please do not hesitate to contact me.

Name	Don
Address	915197
Document	915197
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

C. TAX
R. AGENT FEE
C. COPY
N. BANK
BALANCE DUE
REFUND

Very truly yours,
TIMOTHY J. ARMSTRONG

FILED
97 SEP -2 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
& Restated
& Name
Change

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*****35.00 *****35.00

TJA:ea
Enclosures
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLEY, HUMPHREY & BALL, INC.

FILED
SEP - 2 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: InSource, Inc.

ARTICLE II - DURATION

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The nature of business of the corporation and the objects and purposes to be transacted by it are:

1. To manufacture, purchase or otherwise acquire and own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, and to invest in goods, wares, merchandise, real and personal property and services.

2. Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, including the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

liabilities arising under the federal securities acts as amended.

5. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this paragraph 6 shall include authority to establish the payment of bonuses, stock options, and pension and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Amended and Restated Articles of Incorporation this 29th day of August, 1997.


Harold M. Humphrey
PRESIDENT


Charles C. Ball
SECRETARY


William F. Kleis
VICE-PRESIDENT


J. Hayes Worley Jr.
CHAIRMAN


Phillip C. Lyons
VICE-PRESIDENT


Elsa M. Canal
VICE-PRESIDENT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Harold M. Humphrey, who is personally known to me and who executed the foregoing Amended and Restated Articles of Incorporation; and the said person acknowledged before me that the said person executed these Amended and Restated Articles of Incorporation.

MINUTES OF A SPECIAL MEETING OF THE SHAREHOLDERS
AND DIRECTORS OF WORLEY, HUMPHREY & BALL, INC.

Pursuant to the foregoing Call and Waiver of Notice, a special meeting of the Shareholders and Directors of Worley, Humphrey & Ball, Inc. was held at 9500 S. Dadeland Blvd., Suite 200, Miami, Florida 33156, at 10:00 A.M. on August 25, 1997. All directors were present. J. Hayes Worley, Jr., presided as Chairman, and Charles C. Ball acted as Secretary.

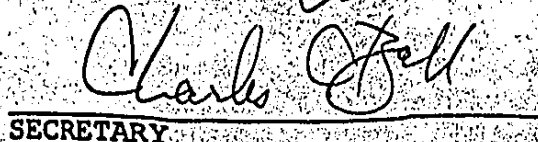
The Chairman announced that the purpose of the meeting was to amend and restate the Articles of Incorporation, changing the corporate name to InSource, Inc. After discussion and on motion duly made and seconded, the Shareholders unanimously adopted the following Resolution:

RESOLVED: The name of the corporation shall change from Worley, Humphrey & Ball, Inc. to InSource, Inc.; and it is further

RESOLVED: The Secretary shall take all necessary action to file Amended and Restated Articles of Incorporation, changing the corporate name.

There being no further business, the meeting adjourned.


CHAIRMAN


SECRETARY

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AND DIRECTORS OF WORLEY, HUMPHREY & BALL, INC.

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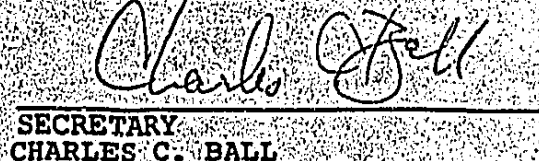
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RESOLVED: The Secretary shall take all necessary action to file Amended and Restated Articles of Incorporation, changing the corporate name.

There being no further business, the meeting adjourned.


CHAIRMAN
J. HAYES WORLEY, JR.


SECRETARY
CHARLES C. BALL

ARMSTRONG & MEYER

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

SUITE 333 DOUGLAS CENTRE
2500 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

August 29, 1997

Florida Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Worley, Humphrey & Ball, Inc.

Dear Sir or Madam:

Enclosed are original Articles of Merger and Plan of Merger for Worley Humphrey & Ball, Inc., Thomas & Cook Insurance, Inc., and WHB Financial, Inc. Also enclosed are Articles of Dissolution for Thomas & Cook Insurance, Inc. and WHB Financial, Inc. We have included our check in the amount of \$70.00 to file these documents.

Also enclosed are Amended and Restated Articles of Incorporation of InSource, Inc. f/k/a Worley, Humphrey & Ball, Inc. and Minutes of a Special Meeting of the Shareholders and Directors of Worley Humphrey & Ball, Inc., together with the filing fee of \$35.00. We have provided a self-addressed stamped envelope for your convenience. If you have questions or directions, please contact me.

We appreciate your consideration.

Very truly yours,

Name	9/5/97	TIMOTHY J. ARMSTRONG
Availability		
Document		
Examiner	Don	
Register	Don	
CL	Don	
Approval	Don	
V.P. Verifier	Don	

C. TAX
FILING
R. AGENT F.
C. COPY
TOTAL
N. BANK
BALANCE DUE
REFUND

100
105

TJA/ik

Enclosure

C:\OFFICE\WPWIN\97LTRS\97-311

FILED
97 SEP -2 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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200002291142--2
-09/11/97--01127--006
*****35.00 *****35.00

RECEIVED
97 SEP -2 AM 8:50
DIVISION OF CORPORATIONS

J29408

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WHB FINANCIAL SERVICES, INC., a Florida corporation K42575

THOMAS & COOK INSURANCE, INC., a Florida corporation 159931

INTO

WORLEY, HUMPHREY & BALL, INC., a Florida corporation, J29408.

File date: September 2, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

Pursuant to the applicable Florida Statutes, Worley, Humphrey & Ball, Inc., a Florida corporation, submits the following Articles of Merger for filing:

1. The parties to the merger are: Worley, Humphrey & Ball, Inc., Thomas & Cook Insurance, Inc., and WHB Financial Services, Inc. The Surviving Corporation is Worley, Humphrey & Ball, Inc.

2. Terms and conditions of the merger are:

(a) Thomas & Cook Insurance, Inc. and WHB Financial Services, Inc. shall merge into and consolidate with the Surviving Corporation. On the date of filing the Articles of Merger with the Florida Secretary of State, all merging corporations, other than the Surviving Corporation, shall cease to exist and shall no longer exercise powers, privileges, and franchises under the laws of the State of Florida, their state of incorporation. The Surviving Corporation shall succeed to and acquire the property and assets; exercise all powers, privileges, and franchises; and assume and be liable for all debts and liabilities of the other merging corporations.

(b) The state of incorporation of the Surviving Corporation shall be and remain the State of Florida.

(c) The officers and directors of the Surviving Corporation shall be: J. Hayes Worley, Jr. - Chairman; Harold M. Humphrey - President; Phillip C. Lyons - Vice President; Elsa M. Canal - Vice President; William F. Kleis - Vice President; and Charles C. Ball - Secretary/Treasurer.

2. The number of shares of the parties to the Plan of Merger issued and outstanding are: Thomas & Cook Insurance, Inc. - 100; WHB Financial Services, Inc. - 100; Worley, Humphrey & Ball, Inc. - 100.

3. Shares of Thomas & Cook Insurance, Inc. and WHB Financial Services, Inc. shall not be converted into shares of the Surviving Corporation. Instead such shares shall be canceled. Authorized capital stock of the Surviving Corporation shall not change.

4. The merger shall be effective on the date of filing the Articles of Merger with the Florida Secretary of State.

Dated this 27th day of May, 1997.

Worley, Humphrey & Ball, Inc.

By: Phillip C. Lyons VP

Thomas & Cook Insurance, Inc.

By: William F. Kleis

WHB Financial Services, Inc.

By: Charles C. Ball Sec

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4. The merger shall be effective on the date of filing the Articles of Merger with the Florida Secretary of State.

Dated this 27th day of May, 1997.

Worley, Humphrey & Ball, Inc.

By: Phillip C. Lyons VP

PHILLIP C. LYONS
VICE-PRESIDENT

Thomas & Cook Insurance, Inc.

By: William F. Kleis

WILLIAM F. KLEIS
PRESIDENT

WHB Financial Services, Inc.

By: Charles C. Ball

CHARLES C. BALL, SECRETARY

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PLAN OF MERGER

Worley, Humphrey & Ball, Inc., a Florida corporation, and Thomas & Cook Insurance, Inc., a Florida corporation and WHB Financial Services, Inc. a Florida corporation adopt the following Plan of Merger:

1. The parties to the Plan of Merger are: Worley, Humphrey & Ball, Inc., Thomas & Cook Insurance, Inc., and WHB Financial Services, Inc. The Surviving Corporation shall be Worley, Humphrey & Ball, Inc.

2. Terms and conditions of the proposed merger are:

(a) Thomas & Cook Insurance, Inc. and WHB Financial Services, Inc. shall merge into and consolidate with the Surviving Corporation. The merging corporations, other than the Surviving Corporation, shall cease to exist and shall no longer exercise powers, privileges, and franchises under the laws of the State of Florida, their state of incorporation. The Surviving Corporation shall succeed to and acquire the property and assets; exercise all powers, privileges, and franchises; and assume and be liable for all debts and liabilities of the other merging corporations.

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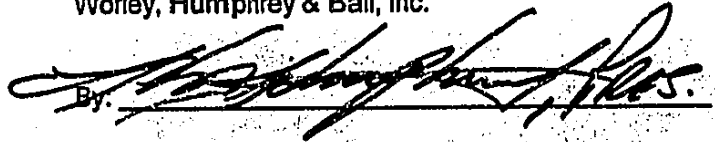
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5. The merger shall be effective on the date of filing the Articles of Merger with the Florida Secretary of State.

Dated this 27th day of May, 1997.

Worley, Humphrey & Ball, Inc.

By:  Phillip C. Lyons.

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5. The merger shall be effective on the date of filing the Articles of Merger with the Florida Secretary of State.

Dated this 27th day of May, 1997.

Worley, Humphrey & Ball, Inc.

By: 
HAROLD M. HUMPHREY, PRESIDENT

ADDENDUM TO ARTICLES OF MERGER

5. The Shareholders of Worley, Humphrey & Ball, Inc. have approved the merger and adopted the foregoing Articles of Merger on May 27, 1997.

6. The Shareholders of Thomas & Cook Insurance, Inc. have approved the merger and adopted the foregoing Articles of Merger on May 27, 1997.

7. The Shareholders of WHB Financial Services, Inc. have approved the merger and adopted the foregoing Articles of Merger on May 27, 1997.

Worley, Humphrey & Ball, Inc.

By: Phillip C. Lyons VP

PHILLIP C. LYONS
VICE-PRESIDENT

Thomas & Cook Insurance, Inc.

By: William F. Kleis

WILLIAM F. KLEIS
PRESIDENT

WHB Financial Services, Inc.

By: Charles C. Ball Sec

CHARLES C. BALL, SECRETARY

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