

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90139 050 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J29408

1. Corporation Name
INSOURCE, INC.



Principal Place of Business 9500 S. DADELAND BLVD. #200 MIAMI FL 33156 US	Mailing Address P. O. BOX 561567 MIAMI FL 33256-1567 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 33156-2806 25	29 30

3. Date Incorporated or Qualified 08/19/1986	
4. FEI Number 59-2776540	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

WORLEY, J. HAYES JR.
9500 S DADELAND BLVD
STE 200
MIAMI FL 33156

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VCD	<input type="checkbox"/> DELETE
NAME	HUMPHREY, HAROLD M.	
STREET ADDRESS	9500 S DADELAND BLVD., #200	
CITY-ST-ZIP	MIAMI FL	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	WORLEY, J. HAYES JR.	
STREET ADDRESS	9500 S. DADELAND BLVD., #200	
CITY-ST-ZIP	MIAMI FL	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	BALL, CHARLES C.	
STREET ADDRESS	9500 S DADELAND BLVD., #200	
CITY-ST-ZIP	MIAMI FL	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	LYONS, PHILLIP C	
STREET ADDRESS	9500 S. DADELAND BLVD., #200	
CITY-ST-ZIP	MIAMI FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SWICEGOOD, BRIAN E	
STREET ADDRESS	9500 S. DADELAND BLVD., #200	
CITY-ST-ZIP	MIAMI FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	VODICKA, CHARLES	
STREET ADDRESS	9500 S DADELAND BLVD 200	
CITY-ST-ZIP	MIAMI FL 33156	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	WILLIAM F. KLEIS	
1.3 STREET ADDRESS	9500 So. Dadeland Blvd, #200	
1.4 CITY-ST-ZIP	MIAMI, FL	
2.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	ELSA M. CANAL	
2.3 STREET ADDRESS	9500 So. Dadeland Blvd, #200	
2.4 CITY-ST-ZIP	MIAMI, FL	
3.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	ALEJANDRO SOTO	
3.3 STREET ADDRESS	9500 So. Dadel and Blvd, #200	
3.4 CITY-ST-ZIP	MIAMI, FLA.	
4.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	EDUARDO A. RIVAS	
4.3 STREET ADDRESS	9500 So. Dadel and Blvd, #200	
4.4 CITY-ST-ZIP	MIAMI, FLA	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE OF PHILLIP LYONS 1/6/99 305-070-0111

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (11/98)