

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

700002092087--5

-02/19/97--01069--011

*****87.50 *****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Outsource International, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 3:30
2-19-97

☒ Certified Copy

of all corporate documents

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLS return one original with "filed" stamp.

HENDRICKS FEB 20 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: OUTSOURCE INTERNATIONAL, INC.
Ref. Number: P96000034387

We have received your document for OUTSOURCE INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator cannot be changed or deleted.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 697A00008946

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OUTSOURCE INTERNATIONAL, INC.**

FILED
97 FEB 19 2 12:31
SECRET
TALLAH

The undersigned, constituting all of the members of the Board of Directors of OutSource International, Inc., a Florida corporation (the "Corporation"), hereby certify that:

1. In accordance with Sections 607.1005 and 607.1007 of the Florida Statutes, the Board of Directors of the Corporation ("Board of Directors") has adopted by unanimous written consent on February 18, 1997 (without the requirement to obtain the approval of the shareholders of the Corporation), the amendment and restatement of the Corporation's Articles of Incorporation to read in their entirety as set forth below (such amended and restated Articles of Incorporation to be referred to herein simply as "Articles of Incorporation"):

ARTICLE I - NAME

The name of the Corporation is OutSource International, Inc.

ARTICLE II - ADDRESS

The mailing address for the Corporation is 1144 East Newport Center Drive, Deerfield Beach, Florida 33442.

ARTICLE III - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV - PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INCORPORATOR

The name of the incorporator of this Corporation is Paul M. Burrell, and his new address is 1144 East Newport Center Drive, Deerfield Beach, Florida 33442.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 1144 East Newport Center Drive, Deerfield Beach, Florida 33442, and the name of the registered agent of the Corporation at such address is Robert A. Lefcort.

ARTICLE VII - CAPITAL STOCK

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 110,000,000, of which 100,000,000 shares having a par value of \$.001 per share shall be designated as Common Stock and 10,000,000 shares having a par value of \$.001 per share shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VIII - BOARD OF DIRECTORS

The number of directors shall be determined by the Board of Directors in accordance with the Bylaws.

ARTICLE IX - SHAREHOLDER MEETINGS

(a) Annual Meetings. Annual meetings shall be called and conducted in the manner provided in the Bylaws of the Corporation.

(b) Special Meetings. Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time by (i) the Chairman of the Board of Directors, the President of the Corporation or a majority of the Board of Directors or (ii) holders of not less than 50% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of the Corporation may not be called by any other person.

At any special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

(c) Advance Notice of Shareholder Proposals. Advance notice of shareholder proposals shall be given within the term and in the manner provided in the Bylaws of the Corporation.

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE XI - BYLAWS

The Board of Directors is expressly authorized to amend, repeal or adopt any Bylaw of and for the Corporation.

ARTICLE XII - INDEMNIFICATION


To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the Corporation; (b) is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"); (c) is or was an officer of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XIII - DIRECTOR LIABILITY


A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article XIII (including any amendment or repeal of this Article XIII made by virtue of any change in the Florida Business Corporation Act after the date hereof) shall adversely affect any right or protection of a director that exists at the time of

such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

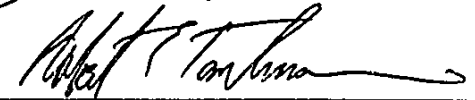
IN WITNESS WHEREOF, the undersigned members of the Board of Directors have executed these Articles of Incorporation this 12 day of February, 1997.



Paul M. Buffell, Director, President and Chairman
of the Board



Robert A. Lefcort, Director



Robert E. Tomlinson, Director

FTL1-229264.1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

Pursuant to Section 607.0501, Florida Statutes, the following is submitted:

That **OutSource International, Inc.** desires to change its registered office and registered agent, as indicated in the Amended and Restated Articles of Incorporation, to 1144 East Newport Center Drive, Deerfield, State of Florida, naming Robert A. Lefcort as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and state that I am familiar with, and accept, the obligations of that position.

This 18th day of February, 1997.



Robert A. Lefcort

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Outsource International Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time Asap

☒ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>Articles of Share Exchange</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS FEB 21 1997

Examiner's Initials

ARTICLES OF SHARE EXCHANGE

**OUTSOURCE INTERNATIONAL, INC.,
A FLORIDA CORPORATION**

FILED
97 FEB 21 AM 10:59
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

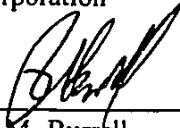
In accordance with Sections 607.1102, 607.1103 and 607.1105 of the Florida Business Corporation Act (the "Act"), **OUTSOURCE INTERNATIONAL, INC.**, a Florida corporation (the "Acquiror") and the corporations listed on Schedule 1 to the Plan of Share Exchange attached hereto as Exhibit A (the "Corporations"), hereby adopt the following Articles of Share Exchange:

FIRST. The Plan of Share Exchange dated February 21, 1997 effecting the acquisition by OutSource International, Inc., a Florida corporation (the "Acquiror") of all of the outstanding shares of stock of the Corporations in exchange for the issuance by the Acquiror of shares of its common stock to the shareholders of the Corporations, a copy of which is attached to and made a part of these Articles of Share Exchange as Exhibit A, was adopted by the written consent of the Boards of Directors of each of the Corporations and the Acquiror, and approved by the Shareholders of the Corporations, as of February 18, 1997. Approval by the shareholders of the Acquiror is not required pursuant to Section 607.1103 the Act.


SECOND. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the share exchange shall be upon the filing of these Articles of Share Exchange with the Secretary of State of Florida.

Date: February 21, 1997


OUTSOURCE INTERNATIONAL, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

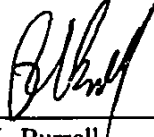
**OUTSOURCE INTERNATIONAL OF
AMERICA, INC.,**
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

OUTSOURCE FRANCHISING, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

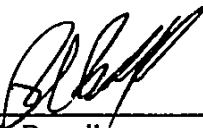
CAPITAL STAFFING FUND, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

EMPLOYEES INSURANCE SERVICES, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

SYNADYNE I, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

SYNADYNE II, INC.,
a Florida corporation

By: 

Name: Paul M. Burrell
Title: Vice President

SYNADYNE III, INC.,
a Florida corporation

By: 

Name: Paul M. Burrell
Title: Vice President

SYNADYNE IV, INC.,
a Florida corporation

By: 

Name: Paul M. Burrell
Title: Vice President

SYNADYNE V, INC.,
a Florida corporation

By: 

Name: Paul M. Burrell
Title: Vice President

Exhibit A

PLAN OF SHARE EXCHANGE

THIS PLAN OF SHARE EXCHANGE ("Plan of Share Exchange") is made as of this ___ day of February, 1997 by and between **OutSource International, Inc.**, a Florida corporation ("**OSI**") and the corporations listed on Schedule 1 hereto (the "**Corporations**").

ARTICLE I.
THE SHARE EXCHANGE

The shareholders of the Corporations identified on Schedule 1 hereto (the "Shareholders") own all of the outstanding stock in the amounts and of those Corporations identified on Schedule 2 hereto (the "Shares"). On the Effective Date (as hereinafter defined): (i) the Shareholders shall convey all of their Shares in each of such Corporations to OSI in exchange for that number of shares of the common stock, par value \$0.001 per share of OSI (the "OSI Shares") reflected on Schedule 3 hereto and such other consideration as the parties have agreed to; and (ii) each of the Corporations shall become wholly-owned subsidiaries of OSI pursuant to Section 607.1102 of the Florida Business Corporation Act (the "Act").

ARTICLE II.
FILING WITH THE STATE OF FLORIDA
AND EFFECTIVE DATE

This Plan of Share Exchange shall take effect upon the filing by OSI of Articles of Share Exchange with the Secretary of State of the State of Florida

ARTICLE III.
AMENDMENT

At any time before the Effective Date, OSI and the Corporations may agree in writing to amend this Plan of Share Exchange.

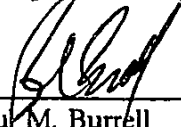
ARTICLE IV.
APPROVAL BY DIRECTORS AND SHAREHOLDERS

The execution and delivery of this Plan of Share Exchange, and the consummation of the Share Exchange contemplated thereby, has been adopted by written consent of the board of directors of each of the Corporations and OSI, and approved by the shareholders of the Corporations, on February 21, 1997. Approval by the shareholders of OSI is not required pursuant to Section 607.1103 of the Act. The foregoing Plan of Share Exchange having been duly approved, all in accordance with the provisions the Act, the undersigned officer of each of


the Corporations and OSI hereby executes this Plan of Share Exchange as the respective act, deed and agreement of each of said Corporations and OSI.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Share Exchange as of this 21 day of February, 1997.

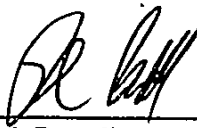
OUTSOURCE INTERNATIONAL, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President


OUTSOURCE INTERNATIONAL OF AMERICA, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

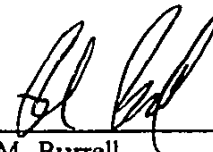
OUTSOURCE FRANCHISING, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President


CAPITAL STAFFING FUND, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President


EMPLOYEES INSURANCE SERVICES, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President


SYNADYNE I, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

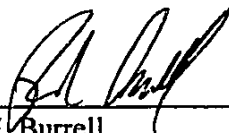
SYNADYNE II, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

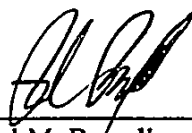
SYNADYNE III, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

SYNADYNE IV, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

SYNADYNE V, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: Vice President

SCHEDULE 1

THE CORPORATIONS

OutSource International of America, Inc., a Florida corporation
OutSource Franchising, Inc., a Florida corporation
Capital Staffing Fund, Inc., a Florida corporation
Employees Insurance Services, Inc., a Florida corporation
Synadyne I, Inc., a Florida corporation
Synadyne II, Inc., a Florida corporation
Synadyne III, Inc., a Florida corporation
Synadyne IV, Inc., a Florida corporation

FTL1-230140

SCHEDULE 2

CAPITAL STAFFING FUND, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	1,062.50
Louis A. Morelli	1,012.50
Paul M. Burrell	1,212.50
Raymond S. Morelli	50.00
Louis J. Morelli	39.25
Margaret Ann Morelli Janisch	82.30
Matthew B. Schubert	8.98
Mindi Wagner	50.00
Robert A. Lefcort	100.00
Lawrence H. Schubert Revocable Trust dated August 25, 1995	606.25
Nadya I. Schubert Revocable Trust dated August 25, 1995	606.25
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	50.00
Louis J. Morelli S-Stock Trust dated January 1, 1995	10.75
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	17.70
Jason Schubert OutSource Trust dated November 24, 1995	50.00
Matthew Schubert OutSource Trust dated November 24, 1995	41.02

EMPLOYEES INSURANCE SERVICES, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	82.66
Louis A. Morelli	44.67
Paul M. Burrell	30.63
Raymond S. Morelli	14.69
Louis J. Morelli	11.53
Margaret Ann Morelli Janisch	14.69
Matthew B. Schubert	3.16
Mindi Wagner	3.08
Robert A. Lefcort	6.31
Lawrence H. Schubert Revocable Trust dated August 25, 1995	31.44
Nadya I. Schubert Revocable Trust dated August 25, 1995	31.43
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	3.16
Louis J. Morelli S-Stock Trust dated January 1, 1995	3.16
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	3.16
Jason Schubert OutSource Trust dated November 24, 1995	17.59
Matthew Schubert OutSource Trust dated November 24, 1995	14.43

OUTSOURCE FRANCHISING, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	2,618.00
Louis A. Morelli	1,413.00
Paul M. Burrell	970.00
Raymond S. Morelli	465.00
Louis J. Morelli	365.00
Margaret Ann Morelli Janisch	465.00
Matthew B. Schubert	100.00
Mindi Wagner	97.00
Robert A. Lefcort	200.00
Lawrence H. Schubert Revocable Trust dated August 25, 1995	996.00
Nadya I. Schubert Revocable Trust dated August 25, 1995	998.00
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	100.00
Louis J. Morelli S-Stock Trust dated January 1, 1995	100.00
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	100.00
Jason Schubert OutSource Trust dated November 24, 1995	556.50
Matthew Schubert OutSource Trust dated November 24, 1995	456.50

OUTSOURCE INTERNATIONAL OF AMERICA, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	261.78
Louis A. Morelli	141.50
Paul M. Burrell	97.00
Raymond S. Morelli	46.50
Louis J. Morelli	36.50
Margaret Ann Morelli Janisch	46.50
Matthew B. Schubert	10
Mindi Wagner	9.74
Robert A. Lefcort	20
Robert A. Lefcort Revocable Trust dated February 28, 1996	10
Lawrence H. Schubert Revocable Trust dated August 25, 1995	99.55
Nadya I. Schubert Revocable Trust dated August 25, 1995	99.55
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	10
Louis J. Morelli S-Stock Trust dated January 1, 1995	10
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	10
Jason Schubert OutSource Trust dated November 24, 1995	55.69
Matthew Schubert OutSource Trust dated November 24, 1995	45.69

SYNADYNE I, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	82.66
Louis A. Morelli	44.67
Paul M. Burrell	30.63
Raymond S. Morelli	14.69
Louis J. Morelli	11.53
Margaret Ann Morelli Janisch	14.69
Matthew B. Schubert	3.16
Mindi Wagner	3.08
Robert A. Lefcort	6.31
Lawrence H. Schubert Revocable Trust dated August 25, 1995	31.44
Nadya I. Schubert Revocable Trust dated August 25, 1995	31.43
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	3.16
Louis J. Morelli S-Stock Trust dated January 1, 1995	3.16
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	3.16
Jason Schubert OutSource Trust dated November 24, 1995	17.59
Matthew Schubert OutSource Trust dated November 24, 1995	14.43

SYNADYNE II, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	2,618.00
Louis A. Morelli	1,415.00
Paul M. Burrell	970.00
Raymond S. Morelli	465.00
Louis J. Morelli	365.00
Margaret Ann Morelli Janisch	465.00
Matthew B. Schubert	100.00
Mindi Wagner	97.00
Robert A. Lefcort	200.00
Lawrence H. Schubert Revocable Trust dated August 25, 1995	996.00
Nadya I. Schubert Revocable Trust dated August 25, 1995	996.00
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	100.00
Louis J. Morelli S-Stock Trust dated January 1, 1995	100.00
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	100.00
Jason Schubert OutSource Trust dated November 24, 1995	556.50
Matthew Schubert OutSource Trust dated November 24, 1995	456.50

SYNADYNE III, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	82.66
Louis A. Morelli	44.67
Paul M. Burrell	30.63
Raymond S. Morelli	14.69
Louis J. Morelli	11.53
Margaret Ann Morelli Janisch	14.69
Matthew B. Schubert	3.16
Mindi Wagner	3.08
Robert A. Lefcort	6.31
Lawrence H. Schubert Revocable Trust dated August 25, 1995	31.44
Nadya I. Schubert Revocable Trust dated August 25, 1995	31.43
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	3.16
Louis J. Morelli S-Stock Trust dated January 1, 1995	3.16
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	3.16
Jason Schubert OutSource Trust dated November 24, 1995	17.59
Matthew Schubert OutSource Trust dated November 24, 1995	14.43

SYNADYNE IV, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	2,618.00
Louis A. Morelli	1,415.00
Paul M. Burrell	970.00
Raymond S. Morelli	465.00
Louis J. Morelli	365.00
Margaret Ann Morelli Janisch	465.00
Matthew B. Schubert	100.00
Mindi Wagner	97.00
Robert A. Lefcort	200.00
Lawrence H. Schubert Revocable Trust dated August 25, 1995	996.00
Nadya I. Schubert Revocable Trust dated August 25, 1995	996.00
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	100.00
Louis J. Morelli S-Stock Trust dated January 1, 1995	100.00
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	100.00
Jason Schubert OutSource Trust dated November 24, 1995	556.50
Matthew Schubert OutSource Trust dated November 24, 1995	456.50

SYNADYNE V, INC.

Name of Shareholder	Number of Shares of Common Stock Owned as of February __, 1997
Alan E. Schubert	2,618.00
Louis A. Morelli	1,415.00
Paul M. Burrell	970.00
Raymond S. Morelli	465.00
Louis J. Morelli	365.00
Margaret Ann Morelli Janisch	465.00
Matthew B. Schubert	100.00
Mindi Wagner	97.00
Robert A. Lefcort	200.00
Lawrence H. Schubert Revocable Trust dated August 25, 1995	996.00
Nadya I. Schubert Revocable Trust dated August 25, 1995	996.00
Robert A. Lefcort Irrevocable Trust dated February 28, 1996	100.00
Louis J. Morelli S-Stock Trust dated January 1, 1995	100.00
Margaret Ann Janisch S-Stock Trust dated January 1, 1995	100.00
Jason Schubert OutSource Trust dated November 24, 1995	556.50
Matthew Schubert OutSource Trust dated November 24, 1995	456.50

SCHEDULE 3

<u>Shareholder</u>	<u>OSI SHARES</u>
Lawrence H. Schubert Trust	783,123
Nadya I. Schubert Trust	783,123
Alan E. Schubert	2,202,602
Louis A. Morelli, Sr.	1,092,561
Paul M. Burrell	909,615
Raymond S. Morelli	402,255
Louis J. Morelli	315,749
Louis J. Morelli Trust	86,507
Margaret Janisch	404,310
Margaret Janisch Trust	86,948
Matthew B. Schubert	86,394
Matthew Schubert Trust	394,698
Jason D. Schubert Trust	481,092
Mindi Wagner	86,763
Robert A. Lefcort	178,007
Robert A. Lefcort Trust	89,003

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