

4/10/96

FLORIDA DIVISION OF CORPORATIONS

((H96000005492))

DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GULF STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: KATHY B. HENDERER
PHONE: (407) 425-8500
FAX: (407) 244-5288

((H96000005492))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OUTSOURCE INTERNATIONAL OF AMERICA, INC.

FAX AUDIT NUMBER: H96000005492

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/10/1996

TIME REQUESTED: 12:06:50

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075350000340

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000005492))

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96 APR 19 PM 1:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/19

H96000005492

**ARTICLES OF INCORPORATION
OF
OUTSOURCE INTERNATIONAL OF AMERICA, INC.**

The undersigned, acting as incorporator of OUTSOURCE INTERNATIONAL OF AMERICA, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

OUTSOURCE INTERNATIONAL OF AMERICA, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

8000 North Federal Highway
Boca Raton, Florida 33487

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

This instrument prepared by: Teresita H. Garcia Fla. Bar No. 0836753
Holland & Knight P.O. Box 14070 Ft. Lauderdale, Florida 33302
305-525-1000
H96000005492

FILED
96 APR 19 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8000 North Federal Highway, Boca Raton, Florida 33487, and the name of the corporation's initial registered agent at that address is Paul M. Burrell.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Paul M. Burrell	8000 North Federal Highway Boca Raton, Florida 33487

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Paul M. Burrell	8000 North Federal Highway Boca Raton, Florida 33487

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

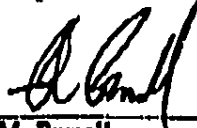
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on

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shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 18th day of April, 1996.



Paul M. Durrell

H96000005492

H96000005492

**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 Chapter 48.091, Florida Statutes, the following is submitted:

That **OUTSOURCE INTERNATIONAL OF AMERICA, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8000 North Federal Highway, Boca Raton, Florida, 33487, has named Paul M. Burrell, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named 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 am familiar with, and accept, the obligations of that position.



Paul M. Burrell

FTL1-186248

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FILED
96 APR 19 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000034387

TODD A. STERZOY
Holland and Knight

(Requestor's Name)	
315 South Calhoun Street	Suite 600
(Address)	
Tallahassee, Florida	32302
(City, State, Zip)	(Phone #)

3000001796513
-04/26/96--01073--022
****175.00 *****07.50

OFFICE USE ONLY

File 2nd

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

1. Outsource International of America, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

4-26-96
3:30

☒ 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
<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

File 2nd

4/29

name change
cc



FLORIDA DEPARTMENT OF STATE

Sandra B. Morton
Secretary of State

April 26, 1996

HOLLAND AND KNIGHT
TODD STERZOY
TALLAHASSEE, FL

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

96 APR 26 PM 3:38

DIVISION OF CORPORATIONS

*Give this
file date*

We have received your document for OUTSOURCE INTERNATIONAL OF AMERICA, INC. and check(s) totaling \$175.00 of which \$87.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

The document must be signed by a director if it was adopted by the directors.

The amendment to be filed first is acceptable for filing and is being held in our files pending correction of the attached document.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 096A00020056

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
OUTSOURCE INTERNATIONAL OF AMERICA, INC.**

FILED
95 APR 26 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1005 of the Florida Business Corporation Act, the Articles of Incorporation of OutSource International of America, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is OutSource International of America, Inc.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation is OutSource International, Inc."

THIRD: The foregoing amendment was adopted by the Board of Directors of the Corporation prior to the issuance of shares in accordance with Section 607.1005 of the Florida Statutes. The date of adoption is April 25, 1996.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 25th day of April, 1996.



Paul M. Burrell, President / Director

P96000034387

HOLLAND & KNIGHT

Requestor's Name
315 SOUTH CALHOUN STREET

Address
Tallahassee, Florida 32301

City/State/Zip Phone #
224-7000

02/19/97-01069-011
*****07.50 *****07.50
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 #)

97 FEB 12 PM 3:31

☐ 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	
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<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

Pls. return one original with "filed" stamp.

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

HENDRICKS FEB 20 1997

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
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 10 11:10 AM
CLERK
TALLAHASSEE, FLORIDA

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

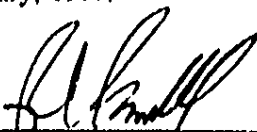
To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the Corporation; (b) 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

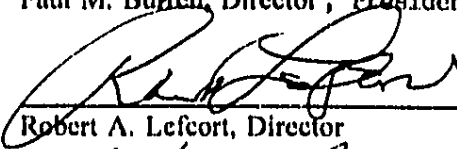
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act 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.

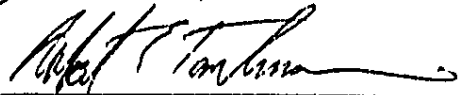
IN WITNESS WHEREOF, the undersigned members of the Board of Directors have executed these Articles of Incorporation this 12 day of February, 1997.



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



Robert A. Lescort, Director



Robert E. Tomlinson, Director

FTI.1-229264.1

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

original is attached for date of filing stamp
Please return to H&K

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Attn.

Nancy Hendricks
(Amendment Section)

N. HENDRICKS FEB 21 1997

ARTICLES OF SHARE EXCHANGE

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

FILED
FEB 21 AM 10:55
TALLAHASSEE, FLORIDA

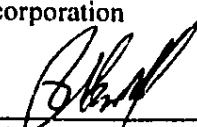
In accordance with Sections 607.1102, 607.1103 and 607.1105 of the Florida Business Corporation Act (the "Act"), **OUTSOURCE INTERNATIONAL, INC.**, a Florida corporation (the "Acquiror") and the corporations listed on Schedule 1 to the Plan of Share Exchange attached hereto as Exhibit A (the "Corporations"),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

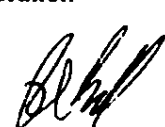
SECOND. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the share exchange shall be upon the filing of these Articles of Share Exchange with the Secretary of State of Florida.

Date: February 21, 1997


OUTSOURCE INTERNATIONAL, INC.,
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

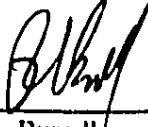
**OUTSOURCE INTERNATIONAL OF
AMERICA, INC.,**
a Florida corporation

By: 
Name: Paul M. Burrell
Title: President

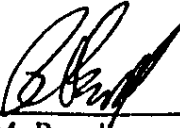
OUTSOURCE FRANCHISING, INC.,
a Florida corporation

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

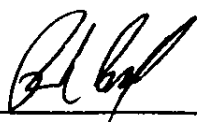
By: 
Name: Paul M. Burrell
Title: Vice President

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

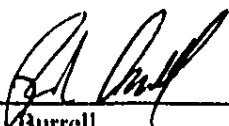
SYNADYNE II, INC.,
a Florida corporation

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

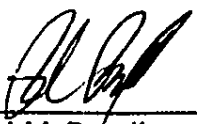
SYNADYNE III, INC.,
a Florida corporation

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

FIL-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

FTL1-230140

P96000034387

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. Amend
(Corporation Name) (Document #)
3.
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

700002204127--R
-06/06/97--01022--001
*****35.00 *****35.00

- ☐ Walk in ☒ Pick up time 6-6-97 3:30 ☐ Certified Copy
☐ Mail out ☐ Will wait ☒ Photocopy in date filed ☐ Certificate of Status

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

AMENDMENTS	
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<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 <u>W.P. Vailier</u>
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUN -6 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN -6 PM 12:10
TALLAHASSEE, FLORIDA

Examiner's Initials

AMENDMENT
OUTSOURCE INTERNATIONAL, INC.

To the Secretary of State
of the State of Florida

97 JUN -6 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, **OutSource International, Inc.** (the "Acquiror") hereby states the following:

1. On February 21, 1997, the Acquiror filed Articles of Share Exchange with the Secretary of State of Florida ("Articles of Share Exchange") effecting the acquisition by the Acquiror of all of the outstanding shares of stock of OutSource International of America, Inc., OutSource Franchising, Inc., Capital Staffing Fund, Inc., Employees Insurance Services, Inc., Synadyne I, Inc., Synadyne II, Inc., Synadyne III, Inc., Synadyne IV, Inc., and Synadyne V, Inc. (collectively, the "Corporations"), in exchange for the issuance by the Acquiror of shares of its common stock to the shareholders of the Corporations.

2. The Articles of Share Exchange contained a scrivener's error, to-wit: Schedule 1 to the Plan of Share Exchange attached as Exhibit A to the Articles of Share Exchange contained an incorrect list of the Corporations. Accordingly, the Acquiror amends the Articles of Share Exchange by deleting Schedule 1 to the Plan of Share Exchange attached as Exhibit A to the Articles of Share Exchange and replacing said schedule with the following:

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
Synadyne V, Inc., a Florida corporation

3. The foregoing amendment was adopted by unanimous written consent of the Directors of the Acquiror on May 13, 1997. Shareholder approval is not required to effect this amendment.

4. In all other respects the Articles of Share Exchange are correct and remain unchanged.

30 IN WITNESS WHEREOF, the undersigned has executed this instrument the day of May, 1997.

OUTSOURCE INTERNATIONAL, INC.,
a Florida corporation

By: _____

Name: Paul M. Burrell

Title: President

HOLLAND & KNIGHT

Requestor's Name

715 SOUTH PALM

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

4.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
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<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	
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<input type="checkbox"/>	Name Reservation

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

overpayment
\$ 35.00

10/22

9th
Amended
+ Restated
CC

Examiner's Initials

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

FILED
97 OCT 22 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with Section 607.1007 of the Florida Statutes, the Amended and Restated Articles of Incorporation of OUTSOURCE INTERNATIONAL, INC., a Florida corporation (the "Corporation"), are hereby amended and restated (such amended and restated Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") to read in their entirety as follows:

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 One Hundred Ten Million (110,000,000), consisting of One Hundred Million (100,000,000) shares of Common Stock having a par value

of \$.001 per share ("Common Stock") and Ten Million (10,000,000) shares of Preferred Stock having a par value of \$.001 per share ("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 (other than Series A Participating Preferred Stock, the rights, privileges, vote, liquidation preference, series, convertibility, dividend and redemption provisions for which are set forth below) including, but not limited to: (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.

The holders of the Preferred Stock shall be entitled to dividends thereon at the rate established by the Board of Directors (except for dividends on Series A Participating Preferred Stock, the rate for which is set forth below). All remaining profits which the Board of Directors may determine to apply in payment of dividends shall be distributed among the holders of Common Stock exclusively, except as may otherwise be set forth below. Except as otherwise set forth below with respect to Series A Participating Preferred Stock, upon dissolution, whether voluntary or involuntary, the holders of Preferred Stock shall first be entitled to receive, out of the net assets of the Corporation, the liquidating value established by the Board of Directors, of their shares plus unpaid accumulated dividends and any other distributions declared thereon, without interest.

A. Series A Participating Preferred Stock.

Section 1. Designation and Amount. One Million (1,000,000) shares of Preferred Stock, par value \$.001 per share, are hereby designated as "Series A Participating Preferred Stock."

Section 2. Proportional Adjustment. In the event the Corporation shall at any time after the issuance of any share or shares of Series A Participating Preferred Stock: (i) declare any dividend on Common Stock of the Corporation payable in shares of Common Stock; (ii) subdivide the outstanding Common Stock; or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Corporation shall simultaneously effect a proportional adjustment to the number of outstanding shares of Series A Participating Preferred Stock.

Section 3. Dividends and Distributions.

(a) Subject to the prior and superior right of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Participating

Preferred Stock with respect to dividends, the holders of shares of Series A Participating Preferred Stock shall be entitled to receive when, as and if declared by the Board of Directors out of funds legally available for such purpose, quarterly dividends payable in cash on the last day of January, April, July and October in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Participating Preferred Stock.

(b) The Corporation shall declare a dividend or distribution on the Series A Participating Preferred Stock as provided in paragraph (a) of this Section A.3 immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock).

(c) Dividends shall begin to accrue on outstanding shares of Series A Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Participating Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 4. Voting Rights. The holders of shares of Series A Participating Preferred Stock shall have the following voting rights:

(a) Each share of Series A Participating Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the shareholders of the Corporation.

(b) Except as otherwise provided herein or by law, the holders of shares of Series A Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(c) Except as required by law, holders of Series A Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 5. Certain Restrictions.

(a) The Corporation shall not declare any dividend on, make any distribution on, or redeem or purchase or otherwise acquire for consideration any shares of Common Stock after the first issuance of a share or fraction of a share of Series A Participating Preferred Stock unless concurrently therewith it shall declare a dividend on the Series A Participating Preferred Stock as required by Section A.3 hereof.

(b) Whenever quarterly dividends or other dividends or distributions payable on the Series A Participating Preferred Stock as provided in Section A.3 hereof are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Participating Preferred Stock;

(ii) declare or pay dividends on, make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with Series A Participating Preferred Stock, except dividends paid ratably on the Series A Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Participating Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Participating Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Participating Preferred Stock, or any shares of stock ranking on a parity with the Series A Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(c) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (a) of this Section A.5, purchase or otherwise acquire such shares at such time and in such manner.

Section 6. Reacquired Shares. Any shares of Series A Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 7. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Participating Preferred Stock shall be entitled to receive an aggregate amount per share equal to 100 times the aggregate amount to be distributed per share to holders of shares of Common Stock plus an amount equal to any accrued and unpaid dividends on such shares of Series A Participating Preferred Stock.

Section 8. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged.

Section 9. No Redemption. The shares of Series A Participating Preferred Stock shall not be redeemable.

Section 10. Ranking. The Series A Participating Preferred Stock shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 11. Amendment. The Articles of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preference or special rights of the Series A Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority of the outstanding shares of Series A Participating Preferred Stock, voting separately as a class.

Section 12. Fractional Shares. Series A Participating Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Participating Preferred Stock.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Classified Board. The number of directors shall be determined by the Board of Directors in accordance with the Bylaws. The directors shall be divided into three classes, Class I, Class II and Class III, as nearly equal in number as possible. The term of office for the Class I directors shall expire at the first annual meeting of the shareholders in 1998; the term of office for the Class II directors shall expire at the annual meeting of the shareholders in 1999; and the term of office for the Class III directors shall expire at the annual meeting of the shareholders in 2000. At each annual meeting of the shareholders commencing in 1998, the successors to the directors whose term is expiring shall be elected to a term expiring at the third succeeding annual meeting of the shareholders. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Section 2. Removal. Subject to the rights, if any, of the holders of shares of Preferred Stock then outstanding, any or all of the directors of the Corporation may be removed from office for cause only by the shareholders of the Corporation at any annual or special meeting of shareholders by the affirmative vote of the holders of at least 60% of the outstanding shares of capital stock of the Corporation generally entitled to vote for the election of directors, voting together as a single class. Notice of any such annual or special meeting of shareholders shall state that the removal of a director or directors for cause is among the purposes of the meeting. Directors may not be removed by the shareholders without cause.

Section 3. Vacancies. Newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office until the next annual meeting of the shareholders of the Corporation and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 4. Advance Notice of Nominations. Advance notice of nominations for the election of directors, other than by the Board of Directors or a committee thereof, shall be given within the term and in the manner provided in the Bylaws of the Corporation.

ARTICLE IX - SHAREHOLDER MEETINGS

Section 1. Annual Meetings. Annual meetings shall be called and conducted in the manner provided in the Bylaws of the Corporation.

Section 2. 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.

Section 3. 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. Notwithstanding anything contained herein to the contrary, the affirmative vote of the holders of at least 60% of the outstanding shares of the capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class shall be required to amend these Articles of Incorporation or to adopt any provision inconsistent therewith.

ARTICLE XI - BYLAWS

The Board of Directors is expressly authorized to amend, repeal or adopt any Bylaw of and for the Corporation. The holders of voting stock shall to the extent such power is at the time conferred on them by applicable law, also have the power, by the affirmative vote of the holders of at least 60% of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, to make, alter, amend or repeal any Bylaw of and for the Corporation.

ARTICLE XII - CONTROL-SHARE ACQUISITIONS

The Corporation elects to be governed by Florida Statute Section 607.0902, as amended, relating to control-share acquisitions (the "Control-Share Act"). The Corporation is expressly authorized to the fullest extent permitted by the Control-Share Act to redeem control shares acquired in a control-share acquisition at the fair value thereof pursuant to procedures adopted by the Board of Directors.

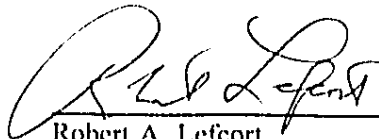
ARTICLE XIII - AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statutes Section 607.0901, as amended, concerning affiliated transactions.

ARTICLE XIV - 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 XIV (including any amendment or repeal of this Article XIV 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 has executed these Articles of Incorporation this 17th day of October, 1997.



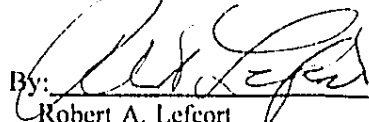
Robert A. Lefcort
Executive Vice President

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

The undersigned, Robert A. Lefcort, Executive Vice President of OUTSOURCE INTERNATIONAL, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended by written consent on October 6, 1997, that the shareholders of the Corporation approve, and shareholders having approved by written consent on October 6, 1997, the number of votes cast by the shareholders being sufficient for such approval, in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007 of the Florida Statutes.

OUTSOURCE INTERNATIONAL, INC.

By: 
Robert A. Lefcort
Executive Vice President