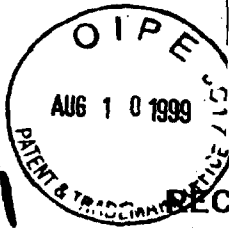


08-13-1999



101116860

yes
8/10/99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

08/12/1999 DC08TES 00000093 75603566

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

John R. Finkenkeller
Name of Person Signing


Signature

7/29/99
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STARMED STAFFING, INC.", A DELAWARE CORPORATION, WITH AND INTO "HEALTHCARE STAFFING SOLUTIONS, INC." UNDER THE NAME OF "HEALTHCARE STAFFING SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 4:02 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2988188 8100M

991001898

AUTHENTICATION: 9502360

DATE: 01-04-99

**CERTIFICATE OF MERGER
OF
STARMED STAFFING, INC.
WITH AND INTO
HEALTHCARE STAFFING SOLUTIONS, INC.**

(Under Section 252 of the General Corporation Law of the State of Delaware)

The undersigned corporations do hereby certify:

FIRST: That the name of the surviving corporation is Healthcare Staffing Solutions, Inc., a Massachusetts corporation, and the name of the corporation being merged into this surviving corporation is StarMed Staffing, Inc., a Delaware corporation.

SECOND: That a Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Healthcare Staffing Solutions, Inc., a Delaware corporation.

FOURTH: That the Articles of Organization of Healthcare Staffing Solutions, Inc. will be the Articles of Organization of the surviving corporation.

FIFTH: That the Plan of Merger is on file at the office of the surviving corporation at CrossPoint Tower II, 900 Chelmsford Street, Lowell, Massachusetts 01851.

SIXTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That Healthcare Staffing Solutions, Inc. hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of StarMed Staffing, Inc., as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in


appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceeding, and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at CrossPoint Tower II, 900 Chelmsford Street, Lowell, Massachusetts 01851.

EIGHTH: That the effective date of the merger shall be the date of the filing of Articles of Merger with the Secretary of State of the State of Massachusetts.

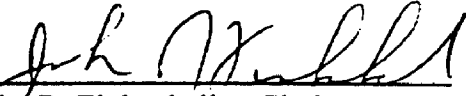
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IN WITNESS WHEREOF, this Certificate of Merger has been executed by the
aforementioned corporations as of December 22, 1998.

HEALTHCARE STAFFING SOLUTIONS, INC.

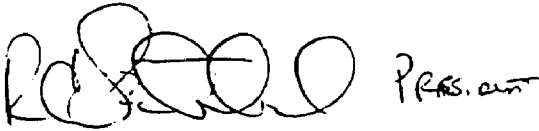
By  President
Richard C. Stoddard, President

Attest:

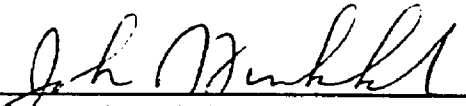
By 
John R. Finken Keller, Clerk

Michelle A. Roberts
My Comm exp:
4/15/05

STARMED STAFFING, INC.

By  President
Richard C. Stoddard, President

Attest:

By 
John R. Finken Keller, Secretary

Michelle A. Roberts
My Comm exp:
4/15/05

STATE OF Massachusetts)
) SS.
COUNTY OF Essex)

On this 22 day of December in the year 1998, before me Michelle A. Roberts, Notary Public in and for said state, personally appeared Richard C. Stoddard, President of Healthcare Staffing Solutions, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes herein stated.

(Seal)

Michelle A. Roberts (Vero)
Notary Public

My commission expires: April 15, 2005

STATE OF Massachusetts)
) SS.
COUNTY OF Essex)

On this 22 day of December in the year 1998, before me Michelle A. Roberts, Notary Public in and for said state, personally appeared Richard C. Stoddard, President of StarMed Staffing, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes herein stated.

(Seal)

Michelle A. Roberts (Vero)
Notary Public

My commission expires: April 15, 2005

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