

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

MAXWELL/HEALTHCARE, INC.

*a corporation organized under the laws of the State of OKLAHOMA,
has filed in the office of the Secretary of State duly authenticated evidence of a merger
whereby said corporation is the survivor, as provided by the laws of the State of
Oklahoma.*

*NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue
of the powers vested in me by law, do hereby issue this Certificate evidencing such
merger.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the
Great Seal of the State of Oklahoma.*

EFFECTIVE DATE: DECEMBER 31, 1997



Filed in the City of Oklahoma City this 29TH
day of DECEMBER, 1997.

[Signature]
Secretary of State

By:

[Signature]

CERTIFICATE OF MERGER
OF
SQUARE ONE REHAB, INC.
INTO
MAXWELL/HEALTHCARE, INC.

FILED

DEC 29 1997

**OKLAHOMA SECRETARY
OF STATE**

(Pursuant to Section 1081 of the
Oklahoma General Corporation Act)

TO: THE OKLAHOMA SECRETARY OF STATE
101 State Capitol Building
Oklahoma City, Oklahoma 73105

Maxwell/Healthcare, Inc., an Oklahoma corporation, organized and existing under and by virtue of the Oklahoma General Corporation Act, does hereby certify:

FIRST: That the name and state of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Domicile</u>
Maxwell/Healthcare, Inc.	Oklahoma
Square One Rehab, Inc.	Oklahoma

SECOND: That a Plan and Agreement of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 1081 of the Oklahoma General Corporation Act.

THIRD: That the name of the surviving entity of the merger is Maxwell/Healthcare, Inc.

FOURTH: That the Certificate of Incorporation of Maxwell/Healthcare, Inc. shall be the Certificate of Incorporation of the surviving entity, which is Maxwell/Healthcare, Inc.

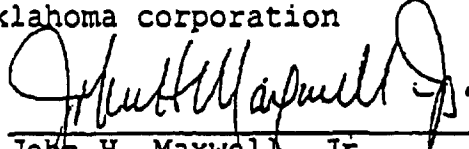
FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of Maxwell/Healthcare, Inc. The address of the principal place of business of Maxwell/Healthcare, Inc. is 8221 East 63rd Place, Tulsa, Oklahoma 74133.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished by Maxwell/Healthcare, Inc. on request and without cost to any shareholders of Maxwell/Healthcare, Inc.

IN WITNESS WHEREOF, Maxwell/Healthcare, Inc. has caused this Certificate to be signed by John H. Maxwell, Jr., its President, this 23rd day of December, 1997, to be effective as of 11:59 p.m., December 31, 1997.

MAXWELL/HEALTHCARE, INC.,
an Oklahoma corporation

By:



John H. Maxwell, Jr.
President



OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

**440 S. HOUSTON, SUITE 501
TULSA, OKLAHOMA 74127**

DIVISION

DECEMBER 15, 1997

**Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105**

RE: MAXWELL/HEALTHCARE, INC.

Qualification Date: 10 25 1989

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

OKLAHOMA TAX COMMISSION

CONNIE REYNOLDS OTC

Business Tax Division

Registration Section



OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

**440 S. HOUSTON, SUITE 501
TULSA, OKLAHOMA 74127**

DIVISION

DECEMBER 15, 1997

**Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105**

RE: SQUARE ONE REHAB, INC

Qualification Date: 07 29 1986

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

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**Sincerely,
OKLAHOMA TAX COMMISSION
CONNIE REYNOLDS OTC
Business Tax Division
Registration Section**

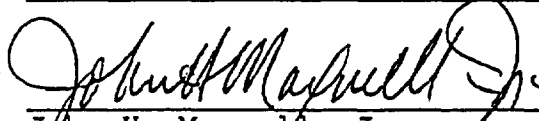
CONSENT TO ACTION IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDER OF
SQUARE ONE REHAB, INC. AND
MAXWELL/HEALTHCARE, INC.

The undersigned, constituting the (i) duly elected and qualified Board of Directors of each of Square One Rehab, Inc., an Oklahoma corporation ("Square One"), and Maxwell/Healthcare, Inc., an Oklahoma corporation ("Maxwell") (Square One and Maxwell are collectively referred to herein as the "Companies"), in compliance with the provisions of Section 1027(F)(1) of the Oklahoma General Corporation Act, and (ii) Staffmark, Inc., a Delaware corporation ("Staffmark"), the sole shareholder of each of the Companies, in compliance with the provisions of Section 1073(A) of the Oklahoma General Corporation Act, hereby waive notice of the holding of a formal meeting, and take, approve, ratify and confirm by this Consent the following actions on behalf of each of the Companies:

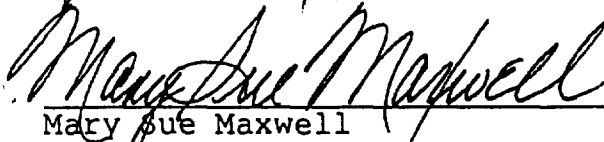
Staffmark and the Board of Directors of each of the Companies have determined it to be in the best interests of the Companies that the Companies enter into the Plan and Agreement of Merger with each other, and execute a Certificate of Merger relating thereto, all in accordance with the terms of the documents attached hereto as Exhibits A and B, respectively. The officers and agents of the Companies are directed to take all actions necessary to effect the purposes and intent of the merger more particularly described in Exhibits A and B.

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the ____ day of December, 1997.


DIRECTORS OF EACH OF THE COMPANIES:



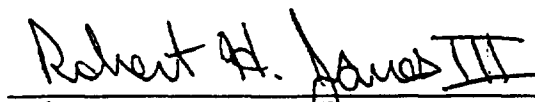
John H. Maxwell, Jr.



Mary Sue Maxwell



Cléte T. Brewer

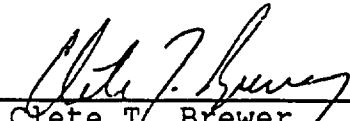


Robert H. Janes III

STAFFMARK:

STAFFMARK, INC.,
a Delaware corporation

By:



Clyde T. Brewer
President

EXHIBIT A

Plan and Agreement of Merger

EXHIBIT B

Certificate of Merger

BGJ-0655

RECORDED: 06/08/2000

TRADEMARK
REEL: 002101 FRAME: 0730