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Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

MAN 12-21-00

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  
9 28 98

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)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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

TRADEMARK  
REEL: 002216 FRAME: 0424

**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)

**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.

Claudine Meredith-Goujon

*Claudine Meredith-Goujon*

12/18/00

Name of Person Signing

Signature

Date Signed

**CERTIFICATE OF OWNERSHIP AND MERGER**

**merging**

**NATIONAL EXPLORERS AND TRAVELERS HEALTHCARE, INC.**

**into**

**PREFERRED HEALTHCARE STAFFING, INC.**

**Pursuant to Section 253 of the General Corporation Law  
of the State of Delaware**

Preferred Healthcare Staffing, Inc. ("Preferred"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: Preferred was incorporated on September 10, 1997, pursuant to the DGCL and is existing thereunder.

SECOND: National Explorers and Travelers Healthcare, Inc., a Florida corporation ("NET Healthcare"), was incorporated on October 18, 1995, pursuant to the Business Corporation Act of the State of Florida (the "Act") and is existing thereunder.

THIRD: Preferred owns of record 100% of the issued and outstanding shares of common stock (the "Shares"), of NET Healthcare. The Shares are the only class of stock of NET Healthcare outstanding.

FOURTH: By unanimous written consent dated as of September 28, 1998, the board of directors of Preferred adopted the following resolutions providing for the merger (the "Merger") of NET Healthcare with and into Preferred, which resolutions have not been amended or rescinded and are in full force and effect:

**"RESOLVED, that pursuant to Section 253 of the DGCL, National Explorers and Travelers Healthcare, Inc. ("NET Healthcare") shall be merged with and into Preferred Healthcare Staffing, Inc. ("Preferred") (the "Merger"), whereupon the separate existence of NET Healthcare shall cease, and Preferred shall be the surviving corporation (the "Surviving Corporation"); and be it further**

**RESOLVED, that the Merger be, and is hereby approved, pursuant to the provisions of Section 253 of the DGCL; and be it further**

**RESOLVED, that the Merger shall become effective at 12:01 am on October 1, 1998 (the "Effective Time"); and be it further**

**RESOLVED, that at the Effective Time the issued and outstanding shares of NET Healthcare shall not be converted in any manner, but each said share which is issued prior to the Effective Time shall be surrendered and extinguished; and be it further**

**RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors and officers of Preferred at the Effective Time shall be the directors of the Surviving Corporation; and be it further**

**RESOLVED, that from and after the Effective Time, the name of the Surviving Corporation shall be Preferred Healthcare Staffing, Inc.; and be it further**

**RESOLVED, that from and after the Effective Time, the Bylaws and Certificate of Incorporation of Preferred shall be the Bylaws and Certificate of Incorporation of the Surviving Corporation; and be it further**

**RESOLVED, that the officers of Preferred be, and each of them hereby is, authorized and directed to take all actions and to execute and file all documents (including, without limitation, a Certificate of Ownership and Merger in the form attached hereto as Exhibit I) as such officers may deem appropriate to effectuate the foregoing resolutions and to carry out the purposes thereof, the taking of any such action and any execution and delivery of any such document conclusively to evidence the due authorization thereof by Preferred."**

IN WITNESS WHEREOF, Preferred has caused this Certificate of Ownership and Merger to be executed in its corporate name by its duly authorized officer, this 28<sup>th</sup> day of September, 1998.

PREFERRED HEALTHCARE STAFFING, INC.

By: *Peter E. Kilissanly*  
Name: Peter E. Kilissanly  
Title: President and Chief Executive Officer