



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 10-2-01
PREFERRED HEALTHCARE STAFFING, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: AMN HEALTHCARE, INC.
Internal Address: _____
Address: _____
Street Address: 12235 El Camino Real, Suite 200
City: San Diego State: CA Zip: 92130
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NEVADA
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 19, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,301,129; 2,300,047; 2,087,474; 2,069,933; 2,488,162
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 5

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: BARRY F. SOALT
Internal Address: _____
Street Address: BROWN, MARTIN, HALLER & MCCLAI
1660 UNION STREET
City: SAN DIEGO State: CA Zip: 92101

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Barry F. Soalt Barry F. Soalt 9/27/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

10/11/2001 DBYRNE 00000044 2301129

01 FC:481 40.00 OP
02 FC:482 100.00 OP

CERTIFICATE OF OWNERSHIP AND MERGER

of

Preferred Healthcare Staffing, Inc.
(a Delaware Corporation)

into

AMN Healthcare, Inc.
(a Nevada Corporation)

It is hereby certified that:

1. AMN Healthcare, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Nevada.
2. The Corporation is the owner of all of the outstanding shares of Preferred Healthcare Staffing, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of AMN Healthcare, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Preferred Healthcare Staffing, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on June 1st, 2001 by the Board of Directors of the Corporation to merge the said Preferred Healthcare Staffing, Inc. into the Corporation:

RESOLVED that Preferred Healthcare Staffing, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Preferred Healthcare Staffing, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Preferred Healthcare Staffing, Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of Preferred Healthcare Staffing, Inc..

RESOLVED that this Corporation does hereby agree that it may be served with process in the State of Delaware in any

proceeding for enforcement of any obligation of Preferred Healthcare Staffing, Inc., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

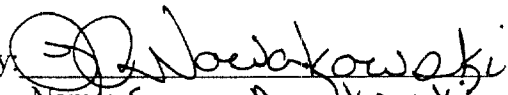
AMN Healthcare, Inc.
12235 El Camino Real
Suite 200
San Diego, CA 92130

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Nevada, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Preferred Healthcare Staffing, Inc. and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be July 1, 2001, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on June 19, 2001

AMN Healthcare, Inc.

By: 
Name: Susan Nowakowski
Title: Chief Operating Officer