

11-23-2001



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

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

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

1. Name of conveying party(ies):

Cross Country Holdings, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 26, 1999

2. Name and address of receiving party(ies)

Name: Cross Country Staffing, Inc.

Internal Address: Suite 200

Street Address: 6551 Park of Commerce Blvd.

City: Boca Raton State: FL Zip: 33487

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,491,664; 1,575,404; 1,892,328; 2,109,800; 2,122,225

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jennifer Silver, Esq.

Internal Address: Room 1888

Proskauer Rose LLP

Street Address: 1585 Broadway

City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-2500

(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.

Jennifer Silver

Name of Person Signing

Signature

November 12, 2001

Date

4

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

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

11/21/2001 ANNIEB1 00000026 162500 1491664

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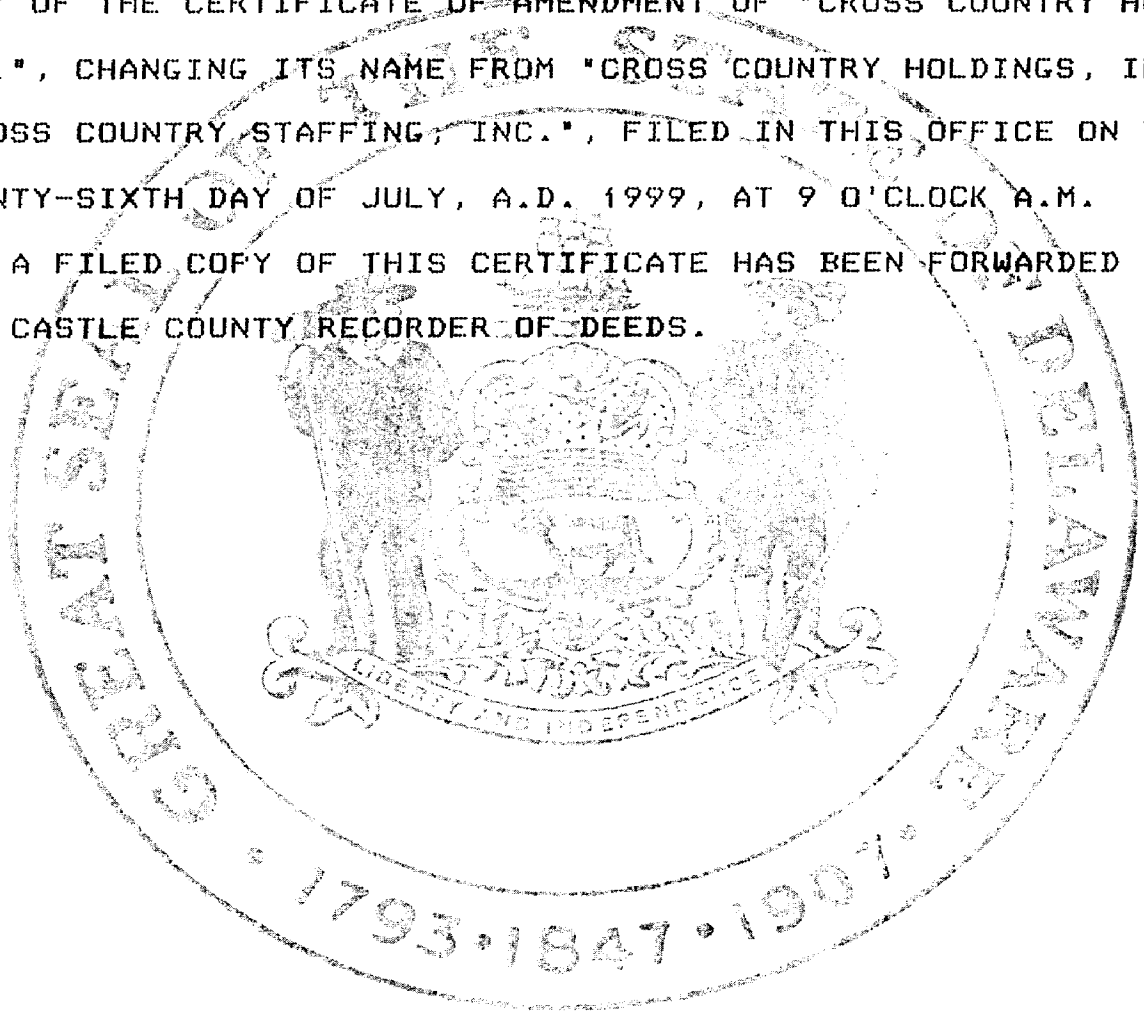
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Office of the Secretary of State

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 AMENDMENT OF "CROSS COUNTRY HOLDINGS, INC.", CHANGING ITS NAME FROM "CROSS COUNTRY HOLDINGS, INC." TO "CROSS COUNTRY STAFFING, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State



AUTHENTICATION:

3045979 8100

DATE: 9890233

991309013

07-28-99

TRADEMARK  
REEL: 002398 FRAME: 0351

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
BEFORE PAYMENT OF ANY PART OF THE CAPITAL  
OF  
CROSS COUNTRY HOLDINGS, INC.  
Under Section 241 of the General Corporation Law**

It is hereby certified that:

**FIRST:** The name of the corporation is:  
**CROSS COUNTRY HOLDINGS, INC.**

**SECOND:** The certificate of incorporation of the corporation was filed by the Department of State on May 20, 1999

**THIRD:** The corporation has not received any payment for any of its stock.

**FOURTH:** The amendments of the certificate of incorporation of the corporation effected by this certificate are to amend the provisions of Article **FIRST** thereof relating to the name of the corporation and Article **FOURTH** thereof relating to the capital stock of the corporation.

**FIFTH:** To accomplish the foregoing amendments,

(A) Article **FIRST** of the certificate of incorporation of the corporation is hereby deleted in its entirety and substituted by the following new Article **FIRST**:

**FIRST:** The name of the corporation is Cross Country Staffing, Inc.

(B) Article **FOURTH** of the certificate of incorporation of the corporation is hereby deleted in its entirety and substituted by the following new Article **FOURTH**:

**FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is 2,200,000 shares consisting of 2,100,000 shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), and 100,000 shares of

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NO. 4074

no event shall the Corporation be liable to any such holder or any third party arising from any such conversion whether or not permitted by applicable law.

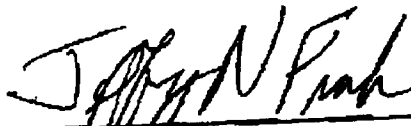
(c) Upon the issuance of the Converted Shares in accordance with this paragraph (D), such shares shall be deemed to be duly authorized, validly issued, fully paid and non-assessable.

(d) The Corporation will at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock and Class B Common Stock or its treasury shares, solely for the purpose of issue upon conversion of shares of Class A Common Stock and Class B Common Stock, such number of shares of such class as shall then be issuable upon the conversion of all outstanding shares of Class A Common Stock and Class B Common Stock.

(e) The issue of certificates evidencing shares of any class of Common Stock upon conversion of shares of any other class of Common Stock shall be made without charge to the holders of such shares for any issue tax in respect thereof or other cost incurred by the Corporation in connection with such conversion; provided, however, the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Common Stock converted.

SIXTH: The foregoing amendments of the certificate of incorporation of the corporation herein certified were duly adopted, pursuant to the provisions of Section 241 of the General Corporation Law of the State of Delaware, by the sole incorporator, no directors having been named in the certificate of incorporation and no directors having been elected.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment this 26<sup>th</sup> day of July, 1999.



Jeffrey N. Pink  
Sole Incorporator

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CORP SERVICES CO

NO. 4074 P. 6

RECORDED: 11/15/2001

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