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TRAI



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OFFICE OF PUS

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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): 2002 APR 16 AM 10:53
Wesley Medical Resources, Inc.

FINANCE SECTION

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/31/2001

2. Name and address of receiving party(ies)

Name: Starmed Health Personnel, Inc.

Internal Address: _____

Street Address: 225 South Meramec

City: St. Louis State: MO ZIP: 63105

- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1488786

Additional numbers attached? Yes No

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

Name: Mitzi G. Cherry

Internal Address: Thompson Coburn LLP

Street Address: One US Bank Plaza

City: St. Louis State: MO ZIP: 63101

6. Total number of application and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0823 (deficiencies only)

04/26/2002 TDIAZ1 00000215 1488786
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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.

Kay R. Sherman
Name of Person Signing

[Signature]
Signature

7/9/02
Date

Total number of pages including cover sheet, attachments, and documents: 8

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"ALLSTAFF, INC.", A IOWA CORPORATION,

"EAI HEALTHCARE STAFFING SOLUTIONS, INC.", A DELAWARE CORPORATION,

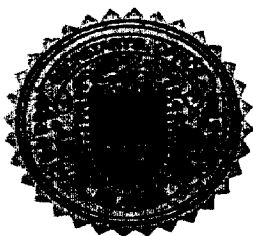
"HEALTHCARE STAFFING SOLUTIONS, INC.", A MASSACHUSETTS CORPORATION,

"WESLEY MEDICAL RESOURCES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "STARMED HEALTH PERSONNEL, INC." UNDER THE NAME OF "STARMED HEALTH PERSONNEL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

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



2482581 8100M

010671400

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1529461

DATE: 12-27-01

TRADEMARK
REEL: 002493 FRAME: 0857

CERTIFICATE OF MERGER

MERGING

EAI HEALTHCARE STAFFING SOLUTIONS, INC.
(A DELAWARE CORPORATION)

AND

ALLSTAFF, INC.
(AN IOWA CORPORATION)

AND

HEALTHCARE STAFFING SOLUTIONS, INC.
(A MASSACHUSETTS CORPORATION)

AND

WESLEY MEDICAL RESOURCES, INC.
(A CALIFORNIA CORPORATION)

WITH AND INTO

STARMED HEALTH PERSONNEL, INC.
(A DELAWARE CORPORATION)

**Pursuant to Section 252 of the
General Corporation Law of the State of Delaware**

The undersigned corporations DO HEREBY CERTIFY:

FIRST: That (a) eai Healthcare Staffing Solutions, Inc., a Delaware corporation ("EAI"), (b) Allstaff, Inc., an Iowa corporation ("Allstaff"), (c) Healthcare Staffing Solutions, Inc., a Massachusetts corporation ("HSSI"), (d) Wesley Medical Resources, Inc., a California corporation ("Wesley"), and (e) StarMed Health Personnel, Inc., a Delaware corporation ("StarMed"), all agree that EAI, Allstaff, HSSI and Wesley shall all be merged with and into StarMed (collectively, the "Merger").

SECOND: That the terms and conditions of the Merger and the mode of carrying the same into effect are as set forth in those certain Agreements and Plans of Merger

(collectively, the "Plans of Merger"), which were approved, adopted, certified, executed and acknowledged by (a) both EAI and StarMed; (b) both Allstaff and StarMed; (c) both HSSI and StarMed; and (d) both Wesley and StarMed, respectively, all in accordance with, and pursuant to the provisions of, Section 252 of The General Corporation Law of the State of Delaware.

THIRD: That the Merger shall be effective as of December 31, 2001 (the "Effective Date").

FOURTH: That the name of the surviving corporation of the Merger is StarMed Health Personnel, Inc., which shall continue to be named "StarMed Health Personnel, Inc." after the Effective Date.

FIFTH: That the Certificate of Incorporation of StarMed shall be the Certificate of Incorporation of the corporation surviving the Merger.

SIXTH: That the executed Plans of Merger are all on file at the principal place of business of StarMed, and the address of such principal place of business is 7733 Forsyth Blvd., Suite 1700, St. Louis, Missouri 63105.

SEVENTH: That a copy of the Plans of Merger will be furnished by StarMed, on request and at no cost, to any stockholder of EAI, Allstaff, HSSI, Wesley or StarMed.

EIGHTH: That, pursuant to Section 252 of The General Corporation Law of the State of Delaware:

(i) the total number of shares of stock that Allstaff has authority to issue is 10,000 shares of common stock, par value \$10.00 per share.

(ii) the total number of shares of stock that HSSI has authority to issue is 200,000 shares of common stock, no par value per share.

(iii) the total number of shares of stock that Wesley has authority to issue is 1,000 shares of common stock, par value \$0.01 per share.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, StarMed Health Personnel, Inc., a Delaware corporation and the surviving corporation to the Merger, and (a) eai Healthcare Staffing Solutions, Inc., a Delaware corporation, (b) Allstaff, Inc., an Iowa corporation, (c) Healthcare Staffing Solutions, Inc., a Massachusetts corporation, and (d) Wesley Medical Resources, Inc., a California corporation, have each caused this Certificate of Merger to be signed in their corporate name and on their behalf by an authorized officer of their respective corporation, and attested by the same, all as of the 21st Day of December, 2001.

STARMED HEALTH PERSONNEL, INC.
(A Delaware Corporation)

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

ATTEST:

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

EAI HEALTHCARE STAFFING SOLUTIONS, INC.
(A Delaware Corporation)

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

ATTEST:

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

ALLSTAFF, INC.
(An Iowa Corporation)

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

ATTEST:

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

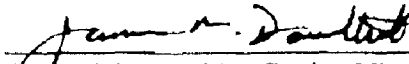
HEALTHCARE STAFFING SOLUTIONS, INC.
(A Massachusetts Corporation)

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary


ATTEST:

By James M. Douthitt
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

WESLEY MEDICAL RESOURCES, INC.
(A California Corporation)

By 
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

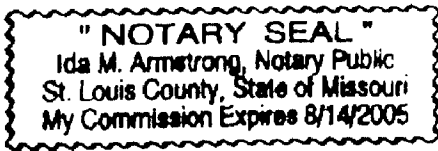
ATTEST:

By 
James M. Douthitt, Senior Vice President,
Chief Accounting Officer, Treasurer and
Assistant Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

I, IDA M. ARMSTRONG, a Notary Public, do hereby certify that on the 21 day of December, 2001, personally appeared before me James M. Douthitt, who being by me first duly sworn, declared that he is Senior Vice President, Chief Accounting Officer, Treasurer and Assistant Secretary of each of the corporations named in the foregoing documents, namely (a) StarMed Health Personnel, Inc., a Delaware corporation, (b) eai Healthcare Staffing Solutions, Inc., a Delaware corporation, (c) Allstaff, Inc., an Iowa corporation, (d) Healthcare Staffing Solutions, Inc., a Massachusetts corporation, and (e) Wesley Medical Resources, Inc., a California corporation, that he signed the foregoing documents as Senior Vice President, Chief Accounting Officer, Treasurer and Assistant Secretary of all such corporations, and that the statements therein contained are true.

(SEAL)



Ida M. Armstrong
Notary Public

My commission expires: _____