

04-15-2003

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings ⇌ ⇌ ⇌ ▼



102419793

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): 3-28-03  
InteliStaf, 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: InteliStaf Flying Nurses Corp.  
Internal \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 1000 S. Rodney Parham Rd.  
City: Little Rock State: AR Zip: 72204  
 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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: 12/26/2002

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 75/897,271;  
75/926,806; 75/926,412  
B. Trademark Registration No.(s) 2,460,404;  
2,460,403; 2,379,505; 2,402,285  
Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: 8

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: J. Charles Dougherty  
Internal Address: Wright, Lindsey & Jennings LLP  
Suite 2300  
Street Address: 200 W. Capitol Ave.  
City: Little Rock State: AR Zip: 72201-3699

7. Total fee (37 CFR 3.41).....\$ 215.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
23-3263

DO NOT USE THIS SPACE

9. Signature.  
04/14/2003 GTDN11 00000149 75897271  
01 F.C.:8521 40.00 OP  
02 F.C.:8522 175.00 OP  
J. Charles Dougherty  
Name of Person Signing

Signature

3/24/03  
Date

18

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

TRADEMARK  
REEL: 002711 FRAME: 0581

(continuation of Item 4.B.)

Additional Trademark Registration No.(s):

2,498,122



# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 30, 2002

5537-229-2

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE INTELISTAF, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
DOCUMENT SECTION  
TELEPHONE (217) 782-7880

11,25  
**FILED**

DEC 30 2002

JESSE WHITE  
SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
INTELISTAF, INC.  
INTO  
INTELISTAF FLYING NURSES CORP.

5537 2292  
Filed 12-30-02  
fee 10000  
Dw

Pursuant to the provisions of Article 11, Section 30 of the Business Corporation Act of the State of Illinois, the undersigned corporation hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) InteliStaf, Inc., an Illinois corporation ("InteliStaf"); and
  - (b) InteliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses")
2. The laws of the state of incorporation of each of the constituent corporations permits such merger.
3. The name of the surviving corporation shall be InteliStaf Flying Nurses Corp., and it shall be governed by the laws of the State of Delaware.
4. A Plan of Merger, dated as of December 26, 2002 has been approved and adopted, by joint unanimous written consent of the Boards of Directors and Shareholders of each of Flying Nurses and InteliStaf in accordance with the provisions of the Business Corporation Act of the State of Illinois and the General Corporation Law of the State of Delaware (the "Plan") and is attached hereto and incorporated herein as Exhibit A.
5. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:
  - (a) The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of InteliStaf and in any proceeding for the enforcement of the rights of a dissenting shareholder of InteliStaf against the surviving corporation;
  - (b) The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; and
  - (c) The surviving corporation will promptly pay to the dissenting shareholders of InteliStaf the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

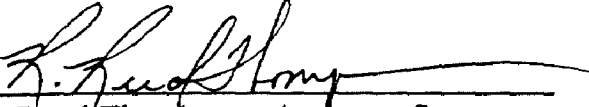
6. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (all signatures must be in **BLACK INK.**)

Dated: December 26, 2002

**INTELISTAF FLYING NURSES CORP.**

By: 

Ralph J. Friedmann, III, President

Attested by: 

R. Reed Thompson, Assistant Secretary

Dated: December 26, 2002

**INTELISTAF, INC.**

By: 

Ralph J. Friedmann, III, President

Attested by: 

R. Reed Thompson, Assistant Secretary

**EXHIBIT A  
PLAN OF MERGER**

This Plan of Merger ("Plan"), dated as of December 26, 2002, is entered into by and between IntelliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses"), and IntelliStaf, Inc., an Illinois corporation ("InteliStaf"), for the purposes of merging IntelliStaf with and into Flying Nurses. IntelliStaf Group, Inc., the owner of 100% of the issued and outstanding stock of IntelliStaf and Flying Nurses agrees to this Plan. IntelliStaf and Flying Nurses are herein sometimes collectively referred to as the "Constituent Corporations."

**RECITALS**

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

- (a) InteliStaf is a corporation organized and existing under the laws of the State of Illinois;
- (b) Flying Nurses is a corporation organized and existing under the laws of the State of Delaware;
- (c) The authorized capital stock of IntelliStaf consists of 1,000 shares of common stock having a no par value per share, of which on the date hereof, 1,000 shares are issued and outstanding and no treasury shares are held by IntelliStaf ("InteliStaf Stock");
- (d) The authorized capital stock of Flying Nurses consists of 1,000 shares of common stock having \$ .10 par value per share, of which 1,000 shares are issued and outstanding and no treasury shares are held by Flying Nurses ("Flying Nurses Stock");
- (e) The Boards of Directors and the sole shareholder of Flying Nurses and IntelliStaf deem it advisable and in the best interests of the Constituent Corporations that IntelliStaf be merged (herein sometimes referred to as the "Merger") with and into Flying Nurses pursuant to the applicable provisions of the Delaware General Corporation Law and the Illinois Business Corporation Act and in accordance with the terms and conditions set forth in this Plan.

**SECTION I  
NAME OF SURVIVING CORPORATION; ARTICLES OF  
INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS**

**1.1 *Surviving Corporation.*** At the Effective Time of Merger, IntelliStaf shall be merged with and into Flying Nurses. Flying Nurses shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the separate existence of IntelliStaf shall cease.

**1.2 *Certificate of Incorporation.*** The Certificate of Incorporation of Flying Nurses in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective

Time, be and continue to be the Certificate of Incorporation of the Surviving Corporation unless and until changed as therein provided.

**1.3 Bylaws.** The Bylaws of Flying Nurses in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Corporation unless and until changed as therein provided.

**1.4 Directors.** The members of the Board of Directors of the Surviving Corporation shall be the members of the Board of Directors of Flying Nurses immediately prior to the Effective Time of the Merger.

**1.5 Officers.** The officers of Flying Nurses in office at the Effective Time shall continue as the officers of the Surviving Corporation in the same capacity or capacities, and effective upon the Effective Time of the Merger, each of such officers to serve, subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until his or her successor is duly elected and qualified.

**1.6 Vacancies.** If, on the Effective Time, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability to act, or for any other reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

**1.7 Effective Time.** The Effective Time of the Merger shall be 12:01 a.m. Central time on January 1, 2003.

## **SECTION II EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS**

On the effective date of the merger, all of the outstanding shares of IntelliStaf Stock shall be cancelled and all of the outstanding shares of Flying Nurses Stock shall be all of the issued and outstanding capital stock of the Surviving Corporation.

## **SECTION III EFFECT OF MERGER**

**3.1 Surviving Corporation.** At the time of the Merger, the separate existence of IntelliStaf shall cease, and the corporate existence and identity of Flying Nurses shall continue as the Surviving Corporation.

**3.2 Effect of Merger.** The Surviving Corporation, without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and shall assume and be subject to all restrictions, obligations, lawful and valid claims against, contracts, disabilities and duties, of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and

all debts due to each Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation, shall be vested in the Surviving Corporation.

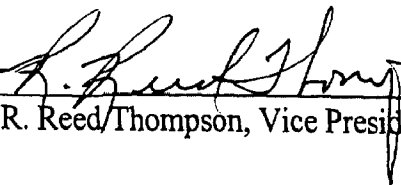
3.3 This Plan of Merger is intended to be a "statutory merger" of two corporations each wholly owned by IntelliStaf Group, Inc., within the meaning of Sec. 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.



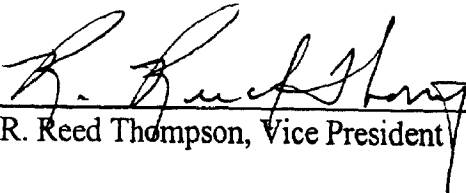
*Signature Page to Plan of Merger*

IN WITNESS WHEREOF, the undersigned have adopted this Plan of Merger as of the date first above written.

**INTELISTAF FLYING NURSES CORP.**

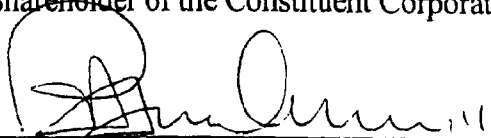
By:   
R. Reed/Thompson, Vice President

**INTELISTAF, INC.**

By:   
R. Reed Thompson, Vice President

**Approved:**

**INTELISTAF GROUP, INC.,**  
Sole Shareholder of the Constituent Corporations

By:   
Ralph J. Friedmann, III, President

YEAR OF 2003  
DUE PRIOR TO 01/01/2003

SECRETARY OF STATE JESSE WHITE  
STATE OF ILLINOIS  
CORPORATE ANNUAL REPORT  
(Form CDBCAF / Revised 08-28-2002)

PAGE 1  
CORPORATION FILE #  
D 5537-229-2

PLEASE READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM  
(USE BLACK INK)

INTELISTAF, INC.  
% RALPH J FRIEDMANN III  
1900 SPRING RD STE 515  
OAK BROOK IL 60523

**FILED**

05/15/2002  
Du Page County

DEC 30 2002

JESSE WHITE  
SECRETARY OF STATE

1-4. Verify information is accurate.

First annual report of any changes to the President and Secretary must complete their name and address in space provided below and return with annual report.

5. MUST list all officers and directors. If you are the sole officer, please indicate to avoid a delay in filing. If more space is needed, enclose attachment with corporate file number on the attachment.

6. Changes to the authorized shares must be completed on form BCA 10.30 for Illinois Corporations. Foreign Corporations must file certified copies of amendment from state of incorporation. If any changes have been made to the issued shares, a C4 form 14.30 must be completed and filed.

7. Complete the information requested for preparer.

Page 2

8. Verify Registered Agent on file is true and accurate. Check box in 8 if Registered Agent and/or address has changed. Make changes in box 8a.

8a. Complete only if box is marked in box 8 on page 2.

9. Affirm female or minority status: F means Female; M means Minority; B for Both. You must complete annually by selecting appropriate box. TO QUALIFY, 51% OWNERSHIP IS REQUIRED.

10. Enter FEIN if blank.

COMPLETE FOR FIRST FILING OF OFFICERS OR CHANGES TO OFFICERS ON FILE

FILE # D 5537- 29-2

RALPH FRIEDMANN III 1900 SPRING RD #515 OAK BROOK 60521

President Address 18 West 140 Butterfield Road, Suite 600  
Oakbrook Terrace, IL 60181

MYRA FRIEDMANN 1000 S RODNEY PARHAM RD LITTLE ROCK AR 72204

Secretary Address

DETACH AT PERFORATION

014487

1) Corporate Name INTELISTAF, INC.	2) File Number D 5537-229-2	3) State / Country Illinois	4) Inc / Qual Date 01/18/1989
5) President Name & Address Refer to Supplemental Attachment.			
Secretary Name & Address			
Officer / Director Name & Address			
Officer / Director Name & Address			
Officer / Director Name & Address			
6) Share Information	Series	Par Value	Number Authorized
COMM		.00000	10,000
			1,000.000
7) Prepared by	8a) Changes Registered Agent		
Phone #	Address 18 West 140 Butterfield Road, Suite 600		
E-mail Address	City Oakbrook Terrace, IL Zip 60181		
Fax #	County Du Page		

TRADEMARK

REEL: 002711 FRAME: 0590

YEAR OF 2003  
DUE PRIOR TO 01/01/2003

SECRETARY OF STATE JESSE WHITE  
STATE OF ILLINOIS  
CORPORATE ANNUAL REPORT  
(Form CD8CAB / Revised 08-01-2002)

PAGE 2  
CORPORATION FILE #  
D 5537-229-2

PLEASE READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

11. Enter Paid-in Capital as of the date listed. (Paid-in Capital reflects the sum of the stated Capital and Paid-in surplus accounts).

11a. If box 11 and 11a are different, you MUST file a BCA 14.30.

12. The State of Illinois requires all For Profit Corporations to pay a franchise tax. You must choose the method in which you will calculate your franchise tax from the 3 options listed below. You MUST fill in your choice in box 12.

A. If the property of the corporation is in Illinois and ALL business of the corporation is transacted at or from places of business in Illinois Skip boxes 12a through 12d and Enter 1.000000 in box 12e.

B. The corporation ELECTS to pay franchise tax on the basis of 100% of its total paid-in capital. Skip boxes 12a through 12d and Enter 1.000000 in box 12e.

C. The corporation has assets and / or transacts business outside of the State of Illinois, boxes 12a through 12d MUST be completed.

NOTE: the figures entered in 12a) through 12d) will be given as of the close of the corporation's fiscal year immediately preceding the last day of the third month prior to the anniversary month. Enter date in box provided.

12a) Enter the value of the property owned by the corporation, wherever located: GROSS ASSETS.

12b) Enter the value of the property owned by the corporation, located in Illinois: ILLINOIS GROSS ASSETS.

12c) Enter the gross amount of business transacted by the corporation everywhere.

12d) Enter the gross amount of business transacted by the corporation at or from places of business in the State of Illinois.

12e) Divide (12b + 12d) by (12a + 12c). This figure MUST BE 6 decimal places and ENTER IT into box 12e.

12f) Multiply box 12e by box 12c.

12g) Multiply box 12f by 0.001. If this figure is less than \$25.00 enter \$25.00. If greater than 1,000,000.00 enter 1,000,000.00.

13. If submitting after due, complete worksheet below.

Late annual report

Multiply box 12g by 0.10

Late Franchise Tax

Multiply box 12g by .01 by number of months late (minimum \$1.00).

Enter total in box 13.

TOTAL

14) \$25.00 filing fee.

15) Total due: add boxes 12g+13+14 (MINIMUM \$50.00).

16) This document MUST be signed by an Officer.

17) Make check payable to Secretary of State.

CHECKLIST

Box 11 has been completed.

Box 12 has been completed and choice for Franchise tax was given.

Box 12e has been completed.

Box 12g is not less than \$25.00.

Box 15 is not less than \$50.00.

Box 16 is signed by an officer.

Place File number on check. Do not staple or paper clip check to annual report.

If submitting a form BCA 14.30, your previous allocation factor is 211328

Additional forms are located at [www.ilsos.net](http://www.ilsos.net) or can be requested by telephone at (217) 782-6961. For questions regarding this form please call 217-782-7808.

File # D 5537-229-2	11) Paid-in Capital as of 10/31/2002 \$ 1000	11a) 1,000
Annual Report Year 2003	File Prior to 01/01/2003	12) note) 12/31/01
8) Registered Agent RALPH J FRIEDMAN III 1900 SPRING RD ST OAK BROOK IL 60521 Du Page County	12) A <input type="checkbox"/> B <input type="checkbox"/> C <input checked="" type="checkbox"/>	12g) Franchise tax \$ 25.00
12a) Total Gross Assets \$ 74,353,318	12b) Gross Assets in Illinois \$ 4,209,693	13) Penalty / Interest
12c) Total Gross Business \$ 57,056,033	12d) Total Business in Illinois \$ 27,177,203	14) Filing fee \$25.00
12e) Allocation Factor 238848	12f) Illinois Capital \$ 238.85	15) Total Due \$ 50.00
9) <input type="checkbox"/> Female <input type="checkbox"/> Minority <input type="checkbox"/> Both	10) FEIN 363631614	

Jesse White Illinois Secretary of State  
Department of Business Services  
501 S 2nd Street  
Springfield IL 62756-5510

Signature: [Signature] Title: VP of Finance Date: 12/30/02  
Under the penalty of perjury and as an authorized officer, I declare that this annual report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

TRADEMARK  
55372292010503000000010005  
REEL: 002711 FRAME: 0591

**InteliStaf, Inc.**  
**File Number: D 5537-229-2**

2003 Illinois Corporate Annual Report  
 Officers And Directors - Supplemental Attachment

Title	Name	Address	City	State	Zip Code
President	Ralph J. Friedmann, III	18 West 140 Butterfield Road, Suite 600	Oak Brook Terrace	IL	60181
Sec	Myra F. Friedmann	1000 South Rodney Parham Road	Little Rock	AR	72204
SVP	Connie Gray	18 West 140 Butterfield Road, Suite 600	Oak Brook Terrace	IL	60181
CFO	Jim Froisland	18 West 140 Butterfield Road, Suite 600	Oak Brook Terrace	IL	60181
SVP	Greg Bellware	18 West 140 Butterfield Road, Suite 600	Oak Brook Terrace	IL	60181
VP	Kip Weatherwax	18 West 140 Butterfield Road, Suite 600	Oak Brook Terrace	IL	60181
VP	R. Reed Thompson	1000 South Rodney Parham Road	Little Rock	AR	72204
Director	Ralph J. Friedmann, III	18 West 140 Butterfield Road, Suite 600	Oak Brook Terrace	IL	60181
Director	Myra F. Friedmann	1000 South Rodney Parham Road	Little Rock	AR	72204

**EXHIBIT A  
PLAN OF MERGER**

This Plan of Merger ("Plan"), dated as of December 26, 2002, is entered into by and between IntelliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses"), and IntelliStaf, Inc., an Illinois corporation ("InteliStaf"), for the purposes of merging IntelliStaf with and into Flying Nurses. IntelliStaf Group, Inc., the owner of 100% of the issued and outstanding stock of IntelliStaf and Flying Nurses agrees to this Plan. IntelliStaf and Flying Nurses are herein sometimes collectively referred to as the "Constituent Corporations."

**RECITALS**

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

(a) IntelliStaf is a corporation organized and existing under the laws of the State of Illinois;

(b) Flying Nurses is a corporation organized and existing under the laws of the State of Delaware;

(c) The authorized capital stock of IntelliStaf consists of 1,000 shares of common stock having a no par value per share, of which on the date hereof, 1,000 shares are issued and outstanding and no treasury shares are held by IntelliStaf ("InteliStaf Stock");

(d) The authorized capital stock of Flying Nurses consists of 1,000 shares of common stock having \$ .10 par value per share, of which 1,000 shares are issued and outstanding and no treasury shares are held by Flying Nurses ("Flying Nurses Stock");

(e) The Boards of Directors and the sole shareholder of Flying Nurses and IntelliStaf deem it advisable and in the best interests of the Constituent Corporations that IntelliStaf be merged (herein sometimes referred to as the "Merger") with and into Flying Nurses pursuant to the applicable provisions of the Delaware General Corporation Law and the Illinois Business Corporation Act and in accordance with the terms and conditions set forth in this Plan.

**SECTION I  
NAME OF SURVIVING CORPORATION; ARTICLES OF  
INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS**

**1.1 *Surviving Corporation.*** At the Effective Time of Merger, IntelliStaf shall be merged with and into Flying Nurses. Flying Nurses shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the separate existence of IntelliStaf shall cease.

**1.2 *Certificate of Incorporation.*** The Certificate of Incorporation of Flying Nurses in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective

Time, be and continue to be the Certificate of Incorporation of the Surviving Corporation unless and until changed as therein provided.

**1.3 Bylaws.** The Bylaws of Flying Nurses in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Corporation unless and until changed as therein provided.

**1.4 Directors.** The members of the Board of Directors of the Surviving Corporation shall be the members of the Board of Directors of Flying Nurses immediately prior to the Effective Time of the Merger.

**1.5 Officers.** The officers of Flying Nurses in office at the Effective Time shall continue as the officers of the Surviving Corporation in the same capacity or capacities, and effective upon the Effective Time of the Merger, each of such officers to serve, subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until his or her successor is duly elected and qualified.

**1.6 Vacancies.** If, on the Effective Time, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability to act, or for any other reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

**1.7 Effective Time.** The Effective Time of the Merger shall be 12:01 a.m. Central time on January 1, 2003.

## **SECTION II EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS**

On the effective date of the merger, all of the outstanding shares of IntelliStaf Stock shall be cancelled and all of the outstanding shares of Flying Nurses Stock shall be all of the issued and outstanding capital stock of the Surviving Corporation.

## **SECTION III EFFECT OF MERGER**

**3.1 Surviving Corporation.** At the time of the Merger, the separate existence of IntelliStaf shall cease, and the corporate existence and identity of Flying Nurses shall continue as the Surviving Corporation.

**3.2 Effect of Merger.** The Surviving Corporation, without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and shall assume and be subject to all restrictions, obligations, lawful and valid claims against, contracts, disabilities and duties, of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and

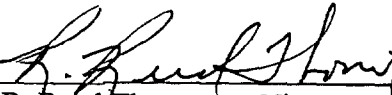
all debts due to each Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation, shall be vested in the Surviving Corporation.

3.3 This Plan of Merger is intended to be a "statutory merger" of two corporations each wholly owned by InteliStaf Group, Inc., within the meaning of Sec. 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

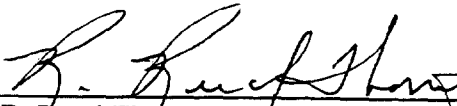
*Signature Page to Plan of Merger*

IN WITNESS WHEREOF, the undersigned have adopted this Plan of Merger as of the date first above written.

**INTELISTAF FLYING NURSES CORP.**

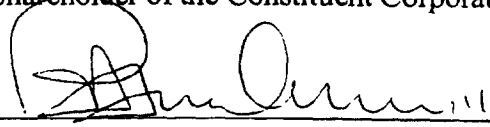
By:   
R. Reed Thompson, Vice President

**INTELISTAF, INC.**

By:   
R. Reed Thompson, Vice President

**Approved:**

**INTELISTAF GROUP, INC.,**  
Sole Shareholder of the Constituent Corporations

By:   
Ralph J. Friedmann, III, President



# Delaware

PAGE 1

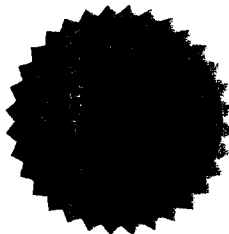
*The First State*

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:

"INTELISTAF, INC.", A ILLINOIS CORPORATION,  
WITH AND INTO "INTELISTAF FLYING NURSES CORP." UNDER THE NAME OF "INTELISTAF FLYING NURSES CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 10:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2003.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2490210 8100M

020805210

AUTHENTICATION: 2177746

DATE: 12-30-02  
TRADEMARK

REEL: 002711 FRAME: 0597

**CERTIFICATE OF MERGER  
OF  
INTELISTAF, INC.  
INTO  
INTELISTAF FLYING NURSES CORP.**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) IntelliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses"); and
  - (b) IntelliStaf Inc., an Illinois corporation ("InteliStaf").
2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware, whereby InteliStaf will be merged with and into Flying Nurses, with InteliStaf ceasing to exist and with Flying Nurses being the surviving corporation.
3. The name of the surviving corporation is IntelliStaf Flying Nurses Corp., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Flying Nurses.
5. The authorized stock and par value of InteliStaf is 1,000 shares of common stock, no par value.
6. The merger is to become effective at 12:01a.m., Central Time, January 1, 2003.
7. The executed Plan of Merger is on file at the offices of Flying Nurses at 1000 South Rodney Parham Road, Little Rock, Arkansas 72204.
8. A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 26<sup>th</sup> day of December, 2002.

**INTELISTAF FLYING NURSES CORP.**

By:   
R. Reed Thompson, Vice President