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

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

Tab settings

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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):

InteliStaf Flying Nurses Corp.

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: 01/01/2003

2. Name and address of receiving party(ies)

Name: InteliStaf Healthcare, Inc.

Internal Address:

Street Address: 1000 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

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

A. Trademark Application No.(s) 75/884,734; 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

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

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

23-3263

DO NOT USE THIS SPACE

9. Signature

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FC:85 21 FC:85 22

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J. Charles Dougherty Name of Person Signing

Signature

3/24/2003 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

TRADEMARK REEL: 002711 FRAME: 0599

(continuation of Item 4.B.)

Additional Trademark Registration No.(s):

2,498,122

**CERTIFICATE OF MERGER
OF
INTELISTAF HEALTH SERVICES (STAFFING), INC.
INTO
INTELISTAF FLYING NURSES CORP.**

Pursuant to Title 8, Section 251(c) 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 Health Services (Staffing), Inc., a Delaware corporation ("IHS").
2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, whereby IHS will be merged with and into Flying Nurses, with IHS 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, except that the certificate shall be amended as follows:

FIRST. The name of the corporation (hereinafter called the "Corporation") is IntelliStaf Healthcare, Inc.
5. The merger is to become effective at 12:01 a.m., Central Time, January 1, 2003.
6. The executed Plan of Merger is on file at the offices of Flying Nurses at 1000 South Rodney Parham Road, Little Rock, Arkansas 72204.
7. 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 26th day of December, 2002.

INTELISTAF FLYING NURSES CORP.

By: 
R. Reed Thompson, Vice President

Delaware

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The First State

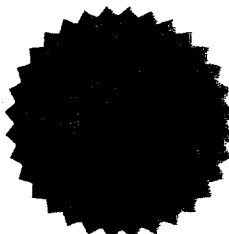
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTELISTAF HEALTH SERVICES (STAFFING), INC.", A DELAWARE CORPORATION,

WITH AND INTO "INTELISTAF FLYING NURSES CORP." UNDER THE NAME OF "INTELISTAF HEALTHCARE, INC.", 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 10:04 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

AUTHENTICATION: 2177753

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RECORDED: 03/28/2003

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