

04-15-2003

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

3-28-03 RECD TI



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):

Arjay Services, Inc.

- 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: 12/26/2002

2. Name and address of receiving party(ies)

Name: IntelliStaf 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

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

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

B. Trademark Registration No.(s)

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:

1

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

- 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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1 FC: 621 40.00 DP

J. Charles Dougherty

Name of Person Signing

Signature

Signature

3/24/2003

Date

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

9

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: 0723

ARTICLES OF MERGER

These Articles of Merger are made by InteliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses"), as the surviving entity, pursuant to the requirements of Ark. Code Ann. § 4-27-1107.

1. The Plan of Merger by and between Flying Nurses and ARJAY Services, Inc., an Arkansas corporation ("ARJAY"), is set forth in Exhibit A attached hereto. Pursuant to the Plan of Merger, ARJAY shall be merged with and into Flying Nurses, effective upon the time set forth in a Certificate of Merger filed with the Secretary of State of Delaware, with Flying Nurses being the surviving entity.

2. The Plan of Merger has been approved by all of the shareholders of the constituent corporations, each pursuant to unanimous written consent.

DATED: December 26, 2002.

INTELISTAF FLYING NURSES CORP.

By: 
R. Reed Thompson, Vice President

**EXHIBIT A
PLAN OF MERGER**

This Plan of Merger ("Plan"), dated as of December 26, 2002, is entered into by and between InteliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses"), and ARJAY Services, Inc., an Arkansas corporation ("ARJAY"), for the purposes of merging ARJAY with and into Flying Nurses. InteliStaf Group, Inc., the owner of 100% of the issued and outstanding stock of ARJAY and Flying Nurses agrees to this Plan. ARJAY 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) ARJAY is a corporation organized and existing under the laws of the State of Arkansas;
- (b) Flying Nurses is a corporation organized and existing under the laws of the State of Delaware;
- (c) The authorized capital stock of ARJAY consists of 10,000 shares of common stock having a par value of \$1.00 per share, of which on the date hereof, 1,000 shares are issued and outstanding and no treasury shares are held by ARJAY ("ARJAY 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 ARJAY deem it advisable and in the best interests of the Constituent Corporations that ARJAY 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 Arkansas 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, ARJAY 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 ARJAY 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 ARJAY 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 ARJAY 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

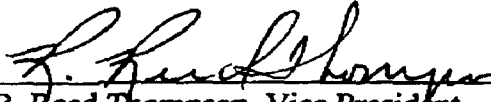
all debts due to each Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation, shall be vested in the Surviving Corporation.

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.

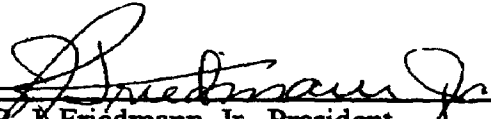
Signature Page to Plan of Merger

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

ARJAY SERVICES, INC.

By: 
R. J. Friedmann, Jr., President

Approved:

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

By: 
Ralph J. Friedmann, III, President

Delaware

PAGE 1

The First State

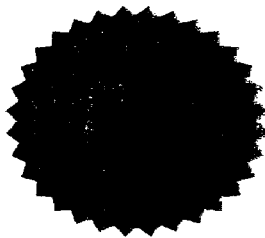
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARJAY SERVICES, INC.", A ARKANSAS 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 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

AUTHENTICATION: 2177709

020805144

DATE: ~~12-30-02~~ TRADEMARK

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**CERTIFICATE OF MERGER
OF
ARJAY SERVICES, 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:

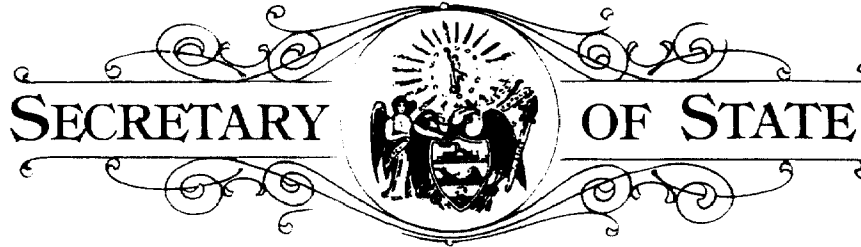
1. The name and state of incorporation of each of the constituent corporations are:
 - (a) InteliStaf Flying Nurses Corp., a Delaware corporation ("Flying Nurses"); and
 - (b) ARJAY Services, Inc., an Arkansas corporation ("ARJAY").
2. A Plan of Merger has been approved, adopted, certified, executed 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 ARJAY will be merged with and into Flying Nurses, with ARJAY ceasing to exist and with Flying Nurses being the surviving corporation.
3. The name of the surviving corporation is InteliStaf 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 ARJAY is 10,000 shares of common stock, \$1.00 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 26th day of December, 2002.

INTELISTAF FLYING NURSES CORP.

By: 
R. Reed Thompson, Vice President

STATE OF ARKANSAS



Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Sharon Priest, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Merger

of

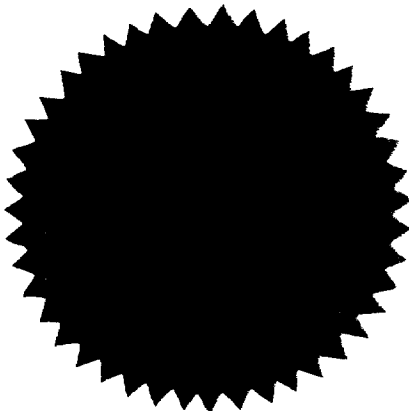
ARJAY SERVICES, INC.

with and into

INTELISTAF FLYING NURSES CORP.

filed in this office December 30, 2002.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 30th day of December 2002.



Sharon Priest

Secretary of State

TRADEMARK