

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PureSpectrum, LLC		12/28/2006	LIMITED LIABILITY COMPANY: GEORGIA

RECEIVING PARTY DATA

Name:	PureSpectrum, Inc.
Street Address:	5801 Abercorn Street
City:	Savannah
State/Country:	GEORGIA
Postal Code:	31405
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78950316	PURESPECTRUM
Serial Number:	78950288	PURESPECTRUM
Serial Number:	78950250	PURESPECTRUM
Serial Number:	78950094	PURESPECTRUM
Serial Number:	78948607	PURESPECTRUM
Serial Number:	78948467	PURESPECTRUM
Serial Number:	78948395	PURESPECTRUM
Serial Number:	78948232	PURESPECTRUM

CORRESPONDENCE DATA

Fax Number: (202)695-9344
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (202) 659-9076

OP \$215.00 78950316

Email: RAFdocketing@roylance.com
Correspondent Name: Richard A. Flynt
Address Line 1: 1300 19th Street, N.W.
Address Line 2: Suite 600
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	53478
NAME OF SUBMITTER:	Casimir Cook
Signature:	/Casimir Cook/
Date:	11/29/2007

Total Attachments: 11

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STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

May 1, 2007

Job Number: C20070501-0261
Reference Number: 00001325771-16
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20060834914-67	Merge In	11 Pages/1 Copies



Respectfully,

ROSS MILLER
Secretary of State

By

Certification Clerk

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
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 Website: secretaryofstate.biz

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number 20060834914-67
	Filing Date and Time 12/28/2006 4:42 PM
	Entity Number C4371-1988

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)
 (excluding 92A.200(4b))
 SUBMIT IN DUPLICATE

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

PureSpectrum, LLC

Name of merging entity

Georgia
 Jurisdiction

Limited liability company
 Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

PureSpectrum, Inc.

Name of surviving entity

Nevada
 Jurisdiction

Corporation
 Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on 10/24/01



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State A/M Merger 2003
 Revised on 10/24/02



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 3

Important. Read attached instructions before completing form.

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(b) The plan was approved by the required consent of the owners of *:

PureSpectrum, LLC

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

PureSpectrum, Inc.

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised 01/10/2003



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/24/03



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):



(a) The entire plan of merger is attached;

or,



(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State - AM Merger 2004
Revised on 10/24/03



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*
 (If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

PureSpectrum, LLC

Name of merging entity

Signature  Title President of Member Date 12/5/2006

Name of merging entity

Signature _____ Title _____ Date _____

Name of merging entity

Signature _____ Title _____ Date _____

Name of merging entity

Signature _____ Title _____ Date _____

PureSpectrum, Inc.

Name of surviving entity

Signature  Title President Date 12/5/2006

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State - Articles of Merger 2006
 Revised 01/10/06

PLAN OF MERGER

This PLAN OF MERGER (the "Agreement") is dated as of December 6, 2006, by and between PureSpectrum, LLC, a Georgia limited liability company (sometimes hereafter referred to as "PureSpectrum-GA") and PureSpectrum, Inc., a Nevada corporation (sometimes hereafter referred to as "PureSpectrum-NV").

WHEREAS, PureSpectrum-GA is a limited liability company duly organized and existing under the laws of the State of Georgia. PureSpectrum-GA maintains an office at 5801 Abercorn Street, Savannah, Georgia 31405;

WHEREAS, PureSpectrum-NV is a corporation duly organized and existing under the laws of the State of Nevada. PureSpectrum-NV maintains an office at 5801 Abercorn Street, Savannah, Georgia 31405;

WHEREAS, PureSpectrum-GA is a wholly owned subsidiary of PureSpectrum-NV and accordingly all membership interests of PureSpectrum-GA are held by PureSpectrum-NV;

WHEREAS, the authorized capitalization of PureSpectrum-NV is 950,000,000 shares, consisting of 900,000,000 shares of common stock having a par value \$0.001 per share and 50,000,000 shares of preferred stock having a par value of \$0.001 per share. As of the date hereof, there are 29,398,136 shares of common stock issued and outstanding;

WHEREAS, the Board of Directors and Members of PureSpectrum-NV and PureSpectrum-GA, respectively, deem it to be to the benefit and advantage of each of the said companies and their respective members and/or stockholders that PureSpectrum-GA and PureSpectrum-NV merge under and pursuant to the provisions of the laws of the State of Nevada and that the surviving corporation after the merger be PureSpectrum-NV, with the name of the surviving corporation being PureSpectrum, Inc., a Nevada corporation (the "Surviving Corporation").

NOW, THEREFORE, in consideration of the covenants and agreements contained herein, the parties agree as follows:

ARTICLE I

Except as herein specifically set forth, the corporate existence of PureSpectrum-NV, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and PureSpectrum-GA shall be merged into PureSpectrum-NV and PureSpectrum-NV, as the corporation surviving the merger, shall be fully vested therewith, and the separate existence and organization of PureSpectrum-GA shall cease to exist as soon as the merger shall become effective as herein provided and thereupon PureSpectrum-GA shall be merged into and become a single corporation, to-wit, PureSpectrum, Inc., a Nevada corporation. This Agreement shall continue in effect and the merger shall become effective upon its filing with the respective Secretary of State. Upon such execution as required under this Agreement, the fact shall be certified as required by law, and Articles of Merger filed with the Secretary of the State of

Nevada and the Secretary of the State of Georgia. The Merger shall become effective upon the filing of the Articles of Merger in both Nevada and Georgia (the "Effective Date").

ARTICLE II

Upon the Effective Date of the Merger, the Articles of Incorporation of PureSpectrum-NV shall be the Articles of Incorporation of the Surviving Corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

ARTICLE III

On the Effective Date of the Merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of PureSpectrum-GA (the "Constituent Company"); and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of the Constituent Company, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of the Constituent Company. No liability or obligation due or to become due, claim or demand for any cause existing against either company, or any stockholder or member, officer or manager, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against the Constituent Company or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of any Constituent Company.

If at any time the Surviving Corporation shall consider or be advised that any further assignment, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Company or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Company, as of the Effective Date of the Merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE IV

The total number of shares of stock which the Surviving Corporation shall have authority to issue shall be 950,000,000 shares, consisting of 900,000,000 shares of common stock having a par value of \$0.001 per share, and 50,000,000 shares of preferred stock having a par value of \$0.001 per share, in accordance with the Articles of Merger when filed with the Nevada Secretary of State.

ARTICLE IX

The Surviving Corporation hereby agrees that it may be served with process in the State of Georgia in any proceeding for enforcement of any obligation of any of the companies that are a party to this Agreement.

ARTICLE X

This Agreement and the merger may be terminated and abandoned by resolutions of the Boards of Directors or Managers of the companies involved prior to the merger becoming effective. In the event of the termination and the abandonment of the Agreement and the merger pursuant to the foregoing provisions of this Agreement, this Agreement shall become void and of no further effect without any liability on the part of the Constituent Company or its members or the managers or officers (if any exist) in respect thereof.

ARTICLE XI

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counter parts shall together constitute but one and the same instrument.

ARTICLE XII

Between the date of this Agreement and the effective date, the Constituent Company shall not:

- (a) Declare or pay dividends to its members.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.
- (c) Issue any additional membership interests.

ARTICLE XIII

1. Each of the parties to this Agreement shall pay their own expenses, costs and attorney's fees incident to the preparation of this Agreement and to the consummation of the transactions contemplated herein.

2. The validity, interpretation and performance of this Agreement shall be controlled and construed under the laws of the State of Nevada.

3. Any assignment of this Agreement or the rights of any of the parties hereunder, without the written consent of the other parties, shall be void.

4. Prior to the Effective Date of the Merger, each of the companies will carry on its business in substantially the same manner in which such business has been conducted heretofore.

5. Each of the companies involved herein will, at all reasonable times, allow the officers, attorneys, accountants, or other authorized representatives of the other involved company, from the date hereof until the effective date, to have free and full access to all of the properties, books, offices, accounts, contracts, and records of every kind in order that each company shall have full opportunity to make such investigation as it shall desire to keep itself fully informed with respect to the affairs of the other company.

IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed, all as of the day and year first above written.

PureSpectrum, LLC,
a Georgia limited liability company

PureSpectrum, Inc.,
a Nevada corporation

By: Lee Vanatta
Its: President of PureSpectrum, Inc., its
sole Member and Manager

By: Lee Vanatta
Its: President

ATTESTED:

By: William R. Norton
Its: Secretary