

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,221,493"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

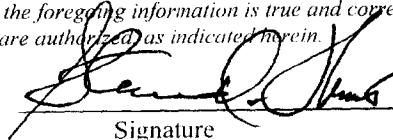
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized as indicated herein.

Steven D. Thomas
Name of Person Signing


Signature

October 26, 2001
Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"SOUTHEAST STAFFING PARTNERS, INC.", A FLORIDA CORPORATION,
"TRM STAFFING, INC.", A FLORIDA CORPORATION,

WITH AND INTO "MEDICAL STAFFING NETWORK, INC." UNDER THE NAME OF "MEDICAL STAFFING NETWORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

2843264 8100M
981099669

AUTHENTICATION: 8978356

DATE: 03-18-98

TRADEMARK
REEL: 002428 FRAME: 0216

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/16/1998
981099669 - 2843264

CERTIFICATE AND ARTICLES OF MERGER

Merging

TBM STAFFING, INC.,
a Florida corporation,

and

SOUTHEAST STAFFING PARTNERS, INC.,
a Florida corporation,

With and Into

MEDICAL STAFFING NETWORK, INC.,
a Delaware Corporation

MEDICAL STAFFING NETWORK, INC., a Delaware corporation ("Medical Staffing"), TBM STAFFING, INC., a Florida corporation ("TBM Staffing") and SOUTHEAST STAFFING PARTNERS, INC., also a Florida corporation ("Southeast Staffing"), pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, adopt the following Certificate and Articles of Merger and make the following certifications:

1. TBM Staffing was incorporated in the state of Florida on December 3, 1996, and Southeast Staffing was incorporated in the state of Florida on June 9, 1997, both pursuant to the Florida Business Corporation Act, the provisions of which permit the merger of one or more corporations of said state with and into a corporation organized and existing under the laws of another state.

2. Medical Staffing was incorporated in the state of Delaware on January 7, 1998, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of one or more corporations of another state with and into a corporation organized and existing under the laws of said state.

3. The sole shareholder and all members of the Board of Directors of Medical Staffing have consented, in writing, pursuant to the provisions of the General Corporation Law of the State of Delaware (including, without limitation, subsection (e) of Section 252 therein) and the Florida Business Corporation Act, to the adoption of a Plan and Agreement of Merger, a copy of which is attached hereto as Exhibit A, and the terms of which are incorporated by reference herein (the "Plan and Agreement of Merger"), and the filing of this Certificate and Articles of Merger with the Secretaries of State for the states of Delaware and Florida.

4. All of the shareholders and the sole member of the Board of Directors of TBM Staffing, and all of the shareholders, all of the warrant holders and the sole member of the Board of Directors of Southeast Staffing, have consented, in writing, pursuant to the provisions of the Florida Business Corporation Act, to the adoption of the Plan and Agreement of Merger and the filing of this Certificate and Articles of Merger with the Secretaries of State for the states of Delaware and Florida.

5. Since all of the shareholders of TBM Staffing and Southeast Staffing have approved the Merger, there can be no dissenting shareholders of TBM Staffing and/or Southeast Staffing who could dissent to the Merger.

6. Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of Medical Staffing at any time prior to the date of filing of these Articles with the Secretary of State.

7. The executed Plan and Agreement of Merger between the constituent corporations is on file at the principal place of business of Medical Staffing (as the surviving corporation), the address of which is 2124 West Kennedy Boulevard, Suite C, Tampa, Florida 33606.

8. The Certificate of Incorporation of Medical Staffing in effect immediately prior to the Effective Date shall be and remain the Certificate of Incorporation of the surviving corporation, until such Certificate of Incorporation shall be amended as provided by law.

9. The Certificate of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

10. A copy of the Plan and Agreement of Merger has been, or will be, provided to each shareholder of the constituent corporations.

11. Medical Staffing is authorized to issue six million (6,000,000) shares of common stock, at \$0.01 par value (the "Medical Staffing Stock"), one (1) share of which is currently issued and outstanding. On or as of the effective date of this Merger, each share of Medical Staffing Stock issued and outstanding immediately prior thereto shall, by virtue of this Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$0.01 par value, of the Surviving Corporation.

12. TBM Staffing is authorized to issue five million (5,000,000) shares of common stock, at \$0.01 par value, three hundred thirty-six thousand two hundred fifty (336,250) shares of which are currently issued and outstanding.

13. Southeast Staffing is authorized to issue five million (5,000,000) shares of common stock, at \$0.01 par value, two million forty-two thousand two hundred fifty (2,042,250) shares of which are currently issued and outstanding.

IN WITNESS WHEREOF, Medical Staffing, TBM Staffing and Southeast Staffing have caused this document to be signed by their respective officers, this 13th day of March, 1998

MEDICAL STAFFING NETWORK, INC., a Delaware corporation

By: [Signature]
Kevin S. Little, Co-President

TBM STAFFING, INC., a Florida corporation

By: [Signature]
Kevin S. Little, Co-President

SOUTHEAST STAFFING PARTNERS, INC., a Florida corporation

By: [Signature]
Kevin S. Little, Co-President

MUSKOGEE/ALABAMA MEDICAL STAFFING

Exhibit A

**PLAN AND AGREEMENT
 OF MERGER**
 between
MEDICAL STAFFING NETWORK, INC.,
 a Delaware corporation,
 and
TBM STAFFING, INC.,
 a Florida corporation,
 and
SOUTHEAST STAFFING PARTNERS, INC.,
 a Florida corporation

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the 1st day of March, 1998, by and between **MEDICAL STAFFING NETWORK, INC.**, a Delaware corporation ("Medical Staffing"), **TBM STAFFING INC.**, a Florida corporation ("TBM Staffing"), and **SOUTHEAST STAFFING PARTNERS, INC.**, also a Florida corporation ("Southeast Staffing"), providing that TBM Staffing and Southeast Staffing shall merge with and into Medical Staffing, pursuant to the terms and conditions contained herein and in accordance with the General Corporation Law of the State of Delaware and the Florida Business Corporation Act (the "Merger").

WHEREAS, Medical Staffing is a corporation organized under the laws of the state of Delaware, having its principal place of business at 2124 West Kennedy Boulevard, Suite C, Tampa, Florida 33606; and

WHEREAS, TBM Staffing and Southeast Staffing are both corporations organized under the laws of the state of Florida, both having their principal places of business at 2124 West Kennedy Boulevard, Suite C, Tampa, Florida 33606; and

WHEREAS, Medical Staffing is authorized to issue 6,000,000 shares of common stock, at \$0.01 par value (the "Medical Staffing Stock"), one (1) share of which is currently issued and outstanding; and

WHEREAS, TBM Staffing is authorized to issue 5,000,000 shares of common stock, at \$0.01 par value (the "TBM Staffing Stock"), 336,250 shares of which are currently issued and outstanding; and

WHEREAS, TBM Staffing has issued and has outstanding 175,000 warrants, each of which entitles the holder to purchase one (1) share of TBM Staffing Stock, for a purchase price of \$2.00 per share, which warrants shall be exercisable at any time on or before August 17, 2007 (the "TBM Staffing Warrants"); and

WHEREAS, Southeast Staffing is authorized to issue 5,000,000 shares of common stock, at \$0.01 par value (the "Southeast Staffing Stock"), 2,042,250 shares of which are currently issued and outstanding; and

WHEREAS, Southeast Staffing has issued and outstanding 400,000 warrants, each of which entitles the holder to purchase one (1) share of Southeast Staffing Stock, for a purchase price of \$2.00 per share, which warrants shall be exercisable at any time on or before August 17, 2007 (the "Southeast Staffing Warrants"); and

WHEREAS, the General Corporation Law of the State of Delaware and the Florida Business Corporation Act permit the merger of a business corporation of the State of Florida with and into a business corporation of the State of Delaware; and

WHEREAS, it is desirable for the benefit of all parties and their shareholders that the properties, businesses, assets, and liabilities of all parties be combined into one Surviving Corporation, which shall be MEDICAL STAFFING NETWORK, INC., a Delaware corporation, which shall continue to exist under its present name pursuant to the General Corporation Law of the State of Delaware; and

WHEREAS, the Merger is a transaction intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Delaware and the laws of the State of Florida, agree to, and do hereby, adopt the following Articles of Merger:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporations	TBM STAFFING, INC., a Florida corporation
	SOUTHEAST STAFFING PARTNERS, INC., a Florida corporation
Name of Surviving Corporation	MEDICAL STAFFING NETWORK, INC., a Delaware corporation

1.2 The Merger: Effect of Merger. As of the Effective Date (as defined in Section 1.3 below), TBM Staffing and Southeast Staffing shall be merged with and into Medical Staffing, the separate existence of TBM Staffing and Southeast Staffing shall cease, and Medical Staffing, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Delaware.

1.3 Effective Date The Effective Date of the Merger shall be as of March 16, 1998.

1.4 Rights and Obligations of the Surviving Corporation. As of the Effective Date, in accordance with the applicable laws of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of TBM Staffing and Southeast Staffing; and all property and assets of TBM Staffing and Southeast Staffing shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of TBM Staffing and Southeast Staffing.

ARTICLE II

2.1 Medical Staffing Stock. On or as of the Effective Date, each share of Medical Staffing Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$0.01 par value, of the Surviving Corporation.

2.2 TBM Staffing Stock and Southeast Staffing Stock. On or as of the Effective Date, each share of TBM Staffing Stock and each share of Southeast Staffing Stock issued and outstanding immediately prior thereto shall be surrendered and converted into, and become exchangeable for, one (1) validly issued, fully paid and nonassessable share of Medical Staffing Stock. Accordingly, as a consequence of the Merger, Medical Staffing shall issue 336,250 shares of Medical Staffing Stock to the shareholders of TBM Staffing, and 2,042,250 shares of Medical Staffing Stock to the shareholders of Southeast Staffing, in exchange for all of the issued and outstanding shares of TBM Staffing Stock and Southeast Staffing Stock.

2.3 Southeast Staffing Warrants. On or as of the Effective Date, each Southeast Staffing Warrant issued and outstanding immediately prior thereto shall be surrendered and converted into, and become exchangeable for, one (1) validly issued warrant for the purchase of one (1) share of Medical Staffing Stock, for a purchase price of \$2.00 per share, which warrants shall be exercisable at any time on or before August 17, 2007. Accordingly, as a consequence of the Merger, Medical Staffing shall issue 400,000 warrants to purchase shares of its common stock to the warrant holders of Southeast Staffing, in exchange for all of the issued and outstanding Southeast Staffing Warrants.

2.4 TBM Staffing Warrants. On or as of the Effective Date, each TBM Staffing Warrants issued and outstanding immediately prior thereto shall be surrendered and converted into, and become exchangeable for, one (1) validly issued warrant for the purchase of one (1) share of Medical Staffing Stock, for a purchase price of \$2.00 per share, which warrants shall be exercisable at any time on or before August 17, 2007. Accordingly, as a consequence of the Merger, Medical Staffing shall issue 175,000 warrants to purchase shares of its common stock to the warrant holders of TBM Staffing, in exchange for all of the issued and outstanding TBM Staffing Warrants.

2.5 Surrender of TBM Staffing and Southeast Staffing Stock Certificates. No actual surrender of certificates representing shares of TBM Staffing Stock and/or Southeast Staffing Stock is required; instead, from and after the Effective Date all such certificates shall be deemed for all purposes surrendered and canceled.

2.6 Surrender of Southeast Staffing Warrant Certificates. No actual surrender of certificates representing Southeast Staffing Warrants is required; instead, from and after the Effective Date all such certificates shall be deemed for all purposes surrendered and canceled.

2.7 Surrender of TBM Staffing Warrant Certificates. No actual surrender of certificates representing TBM Staffing Warrants is required; instead, from and after the Effective Date all such certificates shall be deemed for all purposes surrendered and canceled.

2.8 Closing of TBM Staffing and Southeast Staffing Transfer Books. From and after the Effective Date, the stock transfer books of TBM Staffing and Southeast Staffing shall be closed, and no transfer of shares of TBM Staffing Stock or Southeast Staffing Stock shall thereafter be made.

ARTICLE III

3.1 Medical Staffing Certificate of Incorporation. The Certificate of Incorporation of Medical Staffing in effect immediately prior to the Effective Date shall be and remain the Certificate of Incorporation of the Surviving Corporation, until such Certificate shall be amended as provided by law.

3.2 Medical Staffing Bylaws. The Bylaws of Medical Staffing in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 Medical Staffing Board of Directors. The membership of the Board of Directors of Medical Staffing in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE IV

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Certificate of Merger with the respective Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders and directors of Medical Staffing, TBM Staffing and Southeast Staffing shall be subject to the limitations specified in the General Corporation Law of the State of Delaware and the Florida Business Corporation Act.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Certificate of Merger with the respective Secretaries of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders and Board of Directors of Medical Staffing, TBM Staffing or Southeast Staffing, if the Board of Directors of any party hereto determines that

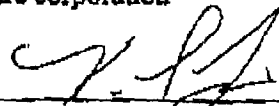
the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of Medical Staffing, TBM Staffing and Southeast Staffing submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Date.

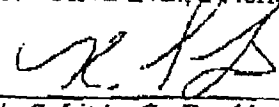
4.4 Filing of Certificate of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, Medical Staffing, TBM Staffing and Southeast Staffing have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 13th day of March, 1998.

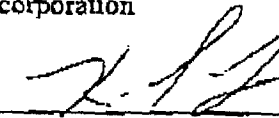
MEDICAL STAFFING NETWORK, INC., a Delaware corporation

By: 
Kevin S. Little, Co-President

TBM STAFFING INC., a Florida corporation

By: 
Kevin S. Little, Co-President

SOUTHEAST STAFFING PARTNERS, INC., a Florida corporation

By: 
Kevin S. Little, Co-President

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**CERTIFICATE OF SECRETARY
OF
MEDICAL STAFFING NETWORK, INC.**

The undersigned, being the Secretary of MEDICAL STAFFING NETWORK, INC., a Delaware corporation (the "Corporation") does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: March 18, 1998



Kevin S. Little, Secretary

~~CONFIDENTIAL~~