

F96000006852

**C T CORPORATION SYSTEM
1635 MARKET STREET
PHILADELPHIA, PA 19103
PHONE: (215) 563-7397 FAX: (215) 567-1302**

March 31, 1997

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-04/08/97--01121--0004
*****35.00 *****35.00

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: NOVACARE EMPLOYEE SERVICES, INC. (DE)
FORMERLY: NOVASOURCE, INC.
ORDER# 822281**

We enclose for filing, the documents identified below:

- | | |
|---|--------------------------------------|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Dissolution |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> Change of Agent/Office | <input type="checkbox"/> L.P. |
| <input type="checkbox"/> Domestic | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign |
| <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> LLC |
| <input checked="" type="checkbox"/> Domestic | <input type="checkbox"/> Domestic |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Merger | <input type="checkbox"/> Other |
| <input type="checkbox"/> Domestic | |
| <input type="checkbox"/> Foreign | |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 AM 9:55

Upon completion, please forward usual evidence to the undersigned. If there are any problems, please telephone this office at 1-800-622-1428.

Very truly yours,
Brian F. Greenwood
Brian F. Greenwood
Associate Customer Specialist

nc
APR 10 1997

SPECIAL INSTRUCTIONS:

Please file upon receipt and forward usual evidence to my attention in the self-addressed stamped envelope. Thanks for all your help.

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 8 AM 9:55

SECTION I (1-3 must be completed)

1. NovaSource, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: February 4, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

February 27, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

NovaCare Employee Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature
Name and Title

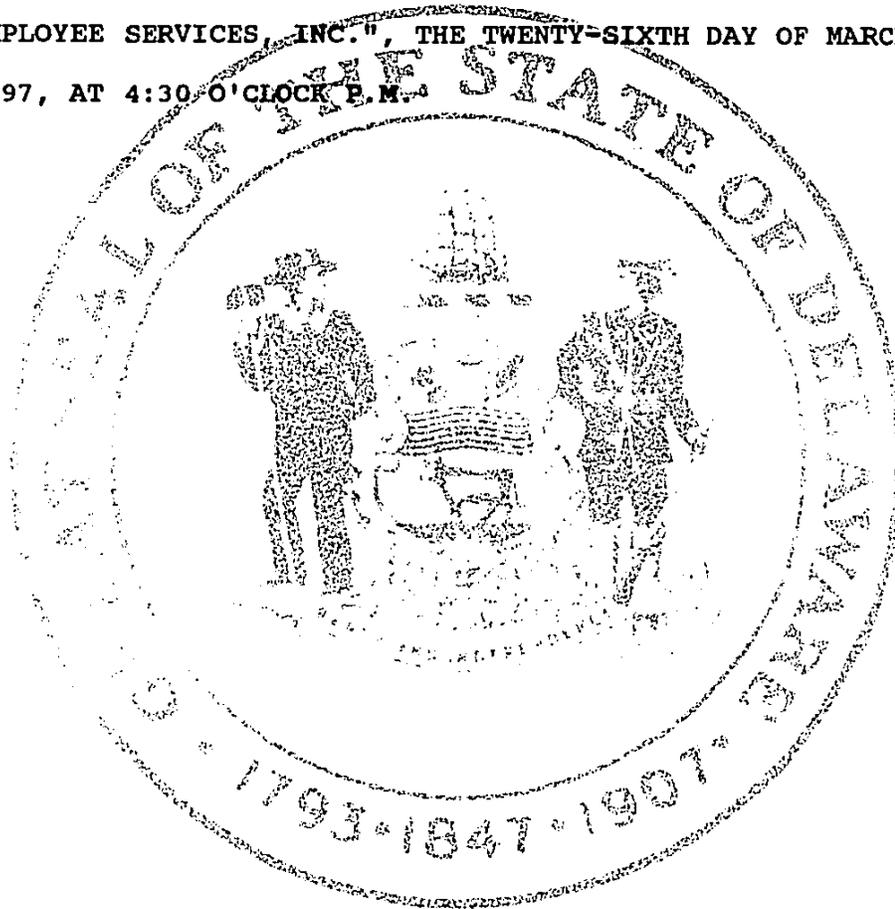
March 26, 1997
Date

Arthur T. Loclento, Jr.,
Senior Vice President - Human Resources

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 THAT THE SAID "NOVASOURCE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NOVACARE EMPLOYEE SERVICES, INC.", THE TWENTY-SIXTH DAY OF MARCH, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2663101 8320

971101389

AUTHENTICATION:

8395274

DATE:

03-27-97