

F980000001499



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 741847 5011226

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 157.50

ORDER DATE : March 16, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 741847-005

CUSTOMER NO: 5011226

CUSTOMER: Michael E. Neukamm, Esq
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

merger

400002458354--0

ARTICLES OF MERGER

TBM STAFFING, INC.

INTO

MEDICAL STAFFING NETWORK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
98 MAR 16 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 16 PM 11:52
DIVISION OF CORPORATION

* 02250, 00524, 00561, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

TBM STAFFING, INC., a Florida corporation P96000100378

SOUTHEAST STAFFING PARTNERS, INC., a Florida corporation
P97000050900

INTO

MEDICAL STAFFING NETWORK, INC., a Delaware corporation,
F98000001499

File date: March 16, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 157.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MEDICAL STAFFING NETWORK, INC.
Ref. Number: F98000001499

RESUBMIT
Please give original
submission date as file date.

We have received your document for MEDICAL STAFFING NETWORK, INC. and the authorization to debit your account in the amount of \$157.50. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 198A00014261

RECEIVED
98 MAR 19 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
and
CERTIFICATE OF OWNERSHIP**

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**

FILED
98 MAR 16 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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 and the Florida Business Corporation Act, to the adoption of a Plan and Agreement of Merger and the filing of these Articles of Merger with the Secretaries of State for the states of Delaware and Florida.

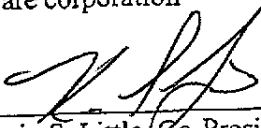
4. All of the shareholders and the sole member of the Board of Directors of TBM Staffing, and all of the shareholders, all of the warrant holders and the sole member of the Board of Directors of Southeast Staffing, have consented, in writing, pursuant to the provisions of the Florida Business Corporation Act, to the adoption of a Plan and Agreement of Merger and the filing of these 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.

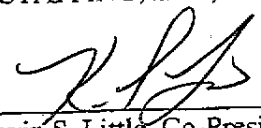
6. Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of Medical Staffing at any time prior to the date of filing of these Articles with the Secretary of State.

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.

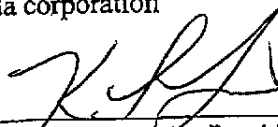
MEDICAL STAFFING NETWORK, INC., a
Delaware corporation

By: 
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

FAUSRMNEUKAMMEDSTAFFART.MGR

**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
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	SOUTHEAST STAFFING PARTNERS, INC., a Florida corporation
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Name of Surviving Corporation	MEDICAL STAFFING NETWORK, INC., a Delaware corporation
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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. The date of adoption of the plan of merger was March 1, 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

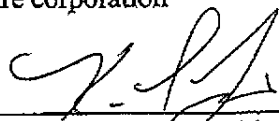
the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

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.

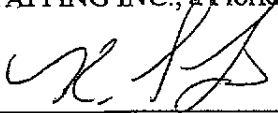
4.4 Filing of Certificate of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

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.

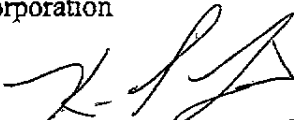
MEDICAL STAFFING NETWORK, INC., a
Delaware corporation

By: 
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PAUSRMNEUKAMMMEDSTAFFPLAN3.MGR