

F98000005943

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Requestor's Name
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Office Use Only

FILED
2002 APR 19 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MSN HOLDINGS, INC. F98000005943
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-04/19/02--01010--014
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- ☒ Walk in ☒ Pick up time 3:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

IF YOU HAVE ANY QUESTIONS PLEASE
CONTACT ELIZABETH GLEATON AT
222.2300

THANK YOU.

N.C.
C. Coulliette APR 19 2002

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000005943

Document Number of Corporation (If known)

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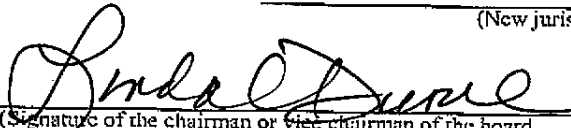
1. MSN Holdings, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 10/26/98
(Incorporated under laws of) (Date authorized to do business in Florida)

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? 01/16/02
5. Medical Staffing Network Holdings, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Linda Duval

(Typed or printed name)

04/17/02

(Date)

Executive Vice President

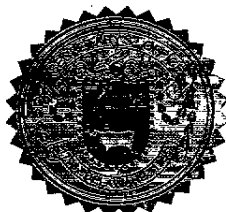
(Title)

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 AMENDMENT OF "MSN HOLDINGS, INC.", CHANGING ITS NAME FROM "MSN HOLDINGS, INC." TO "MEDICAL STAFFING NETWORK HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.



2946073 8100

020225328

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1709863

DATE: 04-09-02

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
MSN HOLDINGS, INC.**

1. Pursuant to Section 141(f) of the Delaware General Corporation Law, the Board of Directors of MSN Holdings, Inc. (the "Company") adopted by unanimous written consent resolutions setting forth a proposed amendment to the Company's Certificate of Incorporation, declaring such amendment to be advisable and in the best interest of the stockholders of the Company, and directing the officers of the Company to send a written consent to such amendment to all stockholders for their consideration.

2. The amendment to the Certificate of Incorporation amends Article I to read as follows:

ARTICLE I

The name of the Corporation is MEDICAL STAFFING NETWORK HOLDINGS, INC.

3. All stockholders of the Company were sent a written consent to the amendment to the Company's Certificate of Incorporation for approval in accordance with Section 228 of the Delaware General Corporation Law and with the Company's constituent documents.

4. The amendment to the Company's Certificate of Incorporation was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

MSN HOLDINGS, INC.

By 

Robert J. Adamson
President