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ACCOUNT NO. : 072100000032
REFERENCE : 175679 4300043
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 43.75

FILED
2001 JUN -6 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 6, 2001

ORDER TIME : 11:29 AM

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ORDER NO. : 175679-005

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

RECEIVED
DEPARTMENT OF STATE
OFFICE OF REGISTRATION
2001 JUN -6 PM 12:56
TO FACILITATE
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FOREIGN FILINGS

NAME: CROSS COUNTRY TRAVCORPS, INC.

XX PROFIT XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

N.C.
COULIBATE JUN 06 2001

EXAMINER: _____

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)

1. CROSS COUNTRY TRAVCORPS, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. JULY 28, 1999
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? MAY 22, 2001

5. CROSS COUNTRY, 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

SLWR
Signature

MAY 29, 2001
Date

STEPHEN W. RUBIN
Typed or printed name

SECRETARY
Title

FILED
2001 JUN -6 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

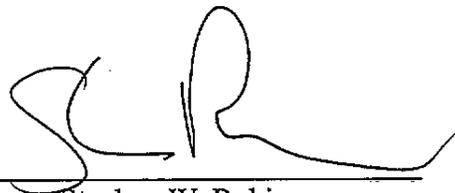
RESOLUTION OF BOARD OF DIRECTORS

Stephen W. Rubin, Secretary of Cross Country, Inc., a corporation duly organized under the laws of the State of Delaware (the "Corporation") and currently authorized to do business in the State of Florida under its former name of Cross Country TravCorps, Inc. does hereby certify that this Resolution of the Board of Directors of the Corporation, was duly adopted at a special meeting held on the 25th day of May, 2001.

RESOLVED, that, inasmuch as the Corporation has changed its corporate name from Cross Country TravCorps, Inc. to Cross Country, Inc. and desires to continue to transact business in the State of Florida, and inasmuch as the Board of Directors have been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the name Cross Country of Delaware, Inc. for use in transacting business in the State of Florida, and be it further

RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may amend its Certificate of Authority to transaction business in the State of Florida.

Dated: May 25, 2001



Name: Stephen W. Rubin
Title: Secretary

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CROSS COUNTRY TRAVCORPS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CROSS COUNTRY, INC.", THE TWENTY-SECOND DAY OF MAY, A.D. 2001, AT 9_0'CLOCK_A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3045979 8320

AUTHENTICATION: 1161324

010258781

DATE: 05-31-01