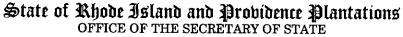
Filing fee. \$150.00 License fee: \$15.00 minimum (Section 7-1.1-124)



OFFICE OF THE SECRETARY OF STATE CORPORATIONS DIVISION 100 NORTH MAIN STREET PROVIDENCE, RI 02903

Corp. I.D. # 96401

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Spectrum Healthcare Resources, Inc.

To the Secretary of State of the State of Rhode Island
Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:
FIRST: The name of the corporation is Spectrum Healthcare Resources, Inc.
SECOND: The name which it elects to use in Rhode Island is
(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)
THIRD: It is incorporated under the laws of Delaware
FOURTH: The date of its incorporation is November 4, 1994 and the period of its duration is Perpetual
FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St. Wilnington DF
SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System C T CORPORATION SYSTEM
Signature
SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of usiness in Rhode Island are

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Provide staffing to healthcare facilities. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

et month of the

EIGHTH: The names and respective addresses of its directors and officers	IGHTH: The names ar	l respective addresses	of its directors	and officers are
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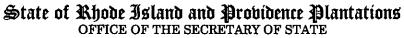
EIGHTH: The nam	es and respective a	ddresses of its director	s and officers are:
Name See attached list of directors	Office Director		Address
	Director		
	Director		
	- + • • · · · · · · · · · · · · · · · · ·		
See attached list of	President		
See attached list of officers			
	Vice Preside	nt 	
	Secretary		
	Treasurer		
NINTH: The aggreg by classes, par value of s class, is:	gate number of shar shares, shares with	es which it has author out par value, and serio	rity to issue, itemized es, if any, within a Par Value per Share or Statement that Shares are without
Shares	Class	Series	Par Value
1,000	Common	(No series)	\$1.00
TENTH: The aggre shares, shares without pa Number of Shares	gate number of its ar value, and series	issued shares, itemized if any, within a class, Series	l by classes, par value of is: Par Value per Share or Statement that Shares are without Par Value
1,000	Common	(No series)	\$1.00
	·		
ELEVENTH: An es following year, wherever	timate of the value located, is \$0_	of all property to be ov	wned by it for the
TWELFTH: An est Island during such year i	imate of the value of \$0	of its property to be loc	cated within Rhode
THIRTEENTH: An during such year is \$_36		ss amount of business	to be transacted by it
	estimate of the gros	ss amount of business auring such year is \$	to be transacted by it at

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 3-20 ,1996	Spectrum Healthcare Resources, Inc. [Exact Corporate Name of Corporation Making Application] By (Marne Sametz) Adrienne Sametz Its vice President and Ruth E. Kim Its Asst. Secretary
STATE OF MISSOURI COUNTY OF ST LOUIS	sc.
At	in said County on the 20th day
of Narch	1946, before me personally appeared Adrienne
Sametz	, who being by me first duly sworn, declared that
he is the <u>vice President</u> that he signed the foregoing docum corporation, and that the statemen	
	Barbara Dalmayer

(NOTARIAL SEAL)

Filing fec. \$150.00 License fee: \$15.00 minimum (Section 7-1.1-124)



OFFICE OF THE SECRETARY OF STATI CORPORATIONS DIVISION 100 NORTH MAIN STREET PROVIDENCE, RI 02903

Corp. I.D. # 90401

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Spectrum Healthcare Resources, Inc.
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(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)
THIRD: It is incorporated under the laws of Delaware
FOURTH: The date of its incorporation is November 4, 1994 and the period of its duration is perpetual
FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Okange St. Wilmington OF
SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode and the name of its proposed registered agent in
Rhode Island at that address is C T Corporation System C T CORPORATION SYSTEM
Signature
SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

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Provide staffing to healthcare facilities. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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FORM 27A 10M 9-91

Name se attached list of irectors	Director		Address
	Director		· · · · · · · · · · · · · · · · · · ·
	Director		· · · · · · · ·
e attached list of	President		
ficers	Vice Preside		* * * - *
	Secretary		
	Treasurer		
NINTH: The aggre classes, par value of ss, is:	egate number of shar shares, shares with	res which it has autho out par value, and seri	es, if any, within a Par Value per Share
Number of Shares	Class	Series	or Statement that Shares are without Par Value
1,000	Common	(No series)	\$1.00
TENTH: The aggr ares, shares without p	egate number of its par value, and series	issued shares, itemize , if any, within a class,	is: Par Value per Share
TENTH: The aggr ares, shares without p Number of Shares	egate number of its par value, and series <u>Class</u>	issued shares, itemize , if any, within a class, Series	is:
ares, shares without p	par value, and series	, if any, within a class,	is: Par Value per Share or Statement that Shares are without
ares, shares without p	par value, and series	, if any, within a class, Series	is: Par Value per Share or Statement that Shares are without Par Value
ares, shares without p	par value, and series	, if any, within a class, Series	is: Par Value per Share or Statement that Shares are without Par Value
Number of Shares 1,000	car value, and series Class Common	, if any, within a class, Series (No series)	Par Value per Share or Statement that Shares are without Par Value
Number of Shares 1,000 ELEVENTH: An eleventh of Shares	Class Common Stimate of the value of the v	of all property to be or	Par Value per Share or Statement that Shares are without Par Value \$1.00
Number of Shares 1,000 ELEVENTH: An exploying year, wherever TWELFTH: An expand during such year	Class Common Class Common Stimate of the value of the group of the	of all property to be or of its property to be lo	Par Value per Share or Statement that Shares are without Par Value \$1.00 wheel by it for the cated within Rhode

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 3-20, 1996	Spectrum Healthcare Resources, Inc. [Exact Corporate Name of Corporation Making Application]
	By adresine Sameh
	Adrienne Sametz
	ItsVicePresident
	and Russia !!
	Ruth E. Kim
	Its Asst. Secretary
STATE OF MISSOURI)
COUNTY OF ST LOUIS	S C.
COUNTI OF 57 20015	,
At	in said County on the 20th day
	1946, before me personally appeared Adrienne
Sametz	, who being by me first duly sworn, declared that
	of Spectrum Healthcare Resources, Inc.
that he signed the foregoing docu	ment as such vice President of the
mat he signed the foregoing docu	of the
corporation, and that the stateme	nts therein contained are true.
	Barbara Dallmaner Notary Public
	Notary Public
	/ Trond y 1 mone
(NOTARIAL SEAL)	•

Appendix to Application for Authority

Directors and Officers of Spectrum Healthcare Resources, Inc.

The address for all directors and officers is 12647 Olive Street, St. Louis, MO 63141, unless otherwise indicated.

- 1. Richard H. Miles, President and Director
- 2. James W. Moore Executive Vice-President
- 3. Adrienne Sametz, Vice-President and Secretary
- 4. Cathy Vivirito, Vice-President
- 5. Michael Taylor, Vice-President
- 6. Sally A. Powers, Vice-President and Director
- 7. James W. Moore, Treasurer
- 8. Jack Porvaznik, Medical Director
- 9. Kimber L. Durr, Assistant Secretary
- 10. Rowana Schwamb, Assistant Secretary
- 11. Ruth E. Kim, Assistant Secretary
- 12. Tracy L. Bartoli, Assistant Secretary
- 13. Melvin M. Mahoney, Director 1101 Market Street Philadelphia, PA 19107

State of Delaware

PAGE 1

Office of the Secretary of State

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 INCORPORATION OF "SPECTRUM HEALTHCARE RESOURCES, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1994, AT 4:30 O'CLOCK P.M.

Edward J. Freel, Secretary of State

AUTHENTICATION:

2450381 8100

DATE:

8014895

960196258

07-03-96

CERTIFICATE OF INCORPORATION

OF

SPECTRUM HEALTHCARE RESOURCES, INC.

FIRST: The name of the corporation is Spectrum Healthcare Resources, Inc.

<u>SECOND</u>: The registered office of the corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation shall be authorized to issue 1,000 shares all of which are to be of one class and with a par value of \$1.00 per share.

<u>FIFTH</u>: The name and mailing address of the incorporator is as follows:

Name

<u>Address</u>

Lilly Dorsa

1101 Market Street

Philadelphia, Pennsylvania 19107

SIXTH: Elections of directors need not be by written ballot.

SEVENTH: The original by-laws of the corporation shall be adopted by the initial incorporator named herein. Thereafter the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the by-laws of the corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if

sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

<u>NINTH</u>: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of November, 1994.

Lilly Dorsa