

Delaware

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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 "CROSS COUNTRY, INC.", CHANGING ITS NAME FROM "CROSS COUNTRY, INC." TO "CROSS COUNTRY HEALTHCARE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2003, AT 1:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2406772

030299805

DATE: 05-08-03

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CROSS COUNTRY, INC.**

The undersigned corporation, in order to amend its Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), hereby certifies as follows:

FIRST: The name of the corporation is Cross Country, Inc.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:


Article I of the Certificate of Incorporation, relating to the name of the corporation, is hereby amended and restated to read in its entirety as follows:

The name of the Corporation is Cross Country Healthcare, Inc.

THIRD: The Amendment to the Certificate of Incorporation effected herein was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment, this 8th day of May.

CROSS COUNTRY, INC.

By: 
Name: Joseph A. Boshart
Title: President and Chief Executive Officer