

F060000001316

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FILED
07 APR -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts APR 04 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stat Nurses International, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F06000001316

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karina Obrochta

(Name of Contact Person)

HealthTalent, Inc

(Firm/Company)

100 Elk Run Drive # 115

(Address)

Basalt, CO 81621

(City/State and Zip Code)

For further information concerning this matter, please call:

Teresa Gregg

(Name of Contact Person)

at (866) 856-9494

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F060000001316

(Document number of corporation (if known))

1. Stat Nurses International, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 03/01/2006

(Date authorized to do business in Florida)

FILED
07 APR -2 PM 12:48
DEPT. OF STATE
TALLAHASSEE, 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? 01/22/2007

5. HealthTalent, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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 a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Larry Gray

(Typed or printed name of person signing)

CEO

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHTALENT INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MARCH, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHTALENT INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3836808 8300

070284249

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5482497

DATE: 03-06-07

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 "STAT NURSES INTERNATIONAL, INC.", CHANGING ITS NAME FROM "STAT NURSES INTERNATIONAL, INC." TO "HEALTHTALENT INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2007, AT 2:27 O'CLOCK P.M.

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

3836808 8100

070068958



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5372448

DATE: 01-22-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:37 PM 01/22/2007
FILED 02:27 PM 01/22/2007
SRV 070068958 - 3836808 FILE

**CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
STAT NURSES INTERNATIONAL, INC.**

Stat Nurses International, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

The amendment set forth below to the Corporation's Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), as heretofore amended, was duly adopted in accordance with the provisions of the Section 242 of the General Corporation Law of the State of Delaware.

That Article I of the Certificate of Incorporation be and hereby is amended to read in its entirety as follows:

"The name of this corporation is HealthTalent Inc. (the "Company" or the "Corporation").

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer, this 22nd day of January, 2007.

STAT NURSES INTERNATIONAL, INC.

By: 
Name: Larry D. Gray
Title: Chief Executive Officer