

**F99000000612**

Requester's Name

**ACCOUNTING SERVICES**  
PO Box 5300  
Little Rock, Arkansas 72215-5300  
501-666-4144

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

00 JUN -5 AM 10:39  
STATE OF FLORIDA  
TALLAHASSEE

**FILED**

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

*NC  
6-13-00  
RHS*

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

800003277058--0  
-06/05/00--01118--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

**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)**

1. HealthStaf Medical Services, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Illinois Incorporated under laws of
3. February 1, 1999  
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? April 4, 2000

5. InteliStaf, 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.

N/A  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
New Jurisdiction

*R. Reed Thompson*  
Signature

6.1.00  
Date

R. Reed Thompson  
Typed or printed name

VP of Finance  
Title

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
00 JUN -5 AM 10:39  
**FILED**

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Whereas,

ARTICLES OF INCORPORATION OF HEALTHSTAF, INC.

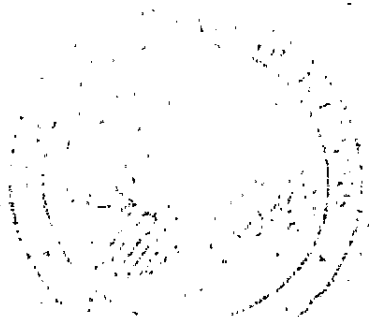
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 18TH day of JANUARY AD 19 89 and of the Independence of the United States the two hundred and 13TH

Jim Edgar



CA-2.10 (Rev. Jul. 1984)

File #

JIM EDGAR  
Secretary of State  
State of Illinois

This Space For Use By  
Secretary of State

Date 1-18-89

License Fee \$ 50

Franchise Tax \$ 21.00

Filing Fee \$ 70.00

Clerk [Signature]

**Submit in Duplicate**

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".

**DO NOT SEND CASH!**

ARTICLES OF INCORPORATION

In pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is HealthStaff, Inc.  
(shall contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent  
Tracey Wayne Hartz  
Last Name Middle Name Last Name

Registered Office  
151 N. Michigan Avenue Suite 3314  
Number Street Suite # (A P.O. Box alone is not acceptable.)  
Chicago 60601 Cook  
City Zip Code County

ARTICLE THREE The purpose or purposes for which the corporation is organized are:  
If not sufficient space to cover this point, add one or more sheets of this size

This corporation is organized to act as an employment agency and will comply with the Nurses' Registry requirements contained in Chapter 111, Section 909 of the Illinois Revised Statutes.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	n/a	10,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:  
If not sufficient space to cover this point, add one or more sheets of this size.

None

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	n/a	1000	\$ 1000.00
			\$
			\$
			\$
			TOTAL \$ 1000.00

**ARTICLE SIX OPTIONAL**

The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address

**ARTICLE SEVEN OPTIONAL**

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_
- (d) It is estimated that the gross amount of business which will be transacted from \_\_\_\_\_ places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

**ARTICLE EIGHT OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements, fixing a duration other than perpetual, etc.

**NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January 11, 1988

Signatures and Names

Post Office Address

1. [Signature]

151 N. Michigan Ave., Suite 3314

Tracey W. Hartz

Chicago Illinois 60601

Name (please print)

City/Town State Zip

2. \_\_\_\_\_

2. \_\_\_\_\_

Name (please print)

City/Town State Zip

3. \_\_\_\_\_

3. \_\_\_\_\_

Name (please print)

City/Town State Zip

**FILED**  
**JAN 18 1989**  
**JIM EDGAR**  
**Secretary of State**

(Signatures must be in ink on original document. Carbon copy, wax or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2.10

No. \_\_\_\_\_

ARTICLES OF INCORPORATION

**PAID**

**JAN 19 1988**

**FEE SCHEDULE**

Following fees are required to be paid at the time of issuing the Certificate of Incorporation: FEE \$75.00. INITIAL LICENSE FEE of 1% of the consideration to be received for initial issued shares (See Art. 5). MINIMUM INITIAL FRANCHISE TAX of 1% of 1% of consideration to be received for initial issued shares (see Art. 5). MINIMUM \$25.00.

**EXAMPLES OF TOTAL DUE**

Consideration to be Received	TOTAL DUE
to \$1,000	\$100.50
5,000	\$502.50
10,000	\$1,005.00
25,000	\$2,512.50
50,000	\$5,025.00
100,000	\$10,050.00

is Filing Fee + License Fee + Franchise Tax

**RETURN TO:**

Corporation Department  
 Secretary of State  
 Springfield, Illinois 62756  
 Telephone: (217) 782-6961



**Whereas**, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

HEALTHSTAF, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof**, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

*at the City of Springfield, this* 21ST *day of* NOVEMBER *AD 19* 89 *and of the Independence of the United States the two hundred and* 14TH

*Jim Edgar*  
SECRETARY OF STATE

Submit in Duplicate

JIM EDGAR  
Secretary of State  
State of Illinois

This Space For Use By Secretary of State	
Date	11-21-89
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	(M)

Remit payment in Check or Money  
Order, payable to "Secretary of  
State":

DO NOT SEND CASH!

ARTICLES OF AMENDMENT

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is HealthStaf, Inc.

(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on October 24  
19 89 in the manner indicated below. ("X" one box only)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected, or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows:)

RESOLVED, that the Articles of Incorporation be amended to read as follows:

ARTICLE ONE The name of the corporation is HealthStaf Nursing Services, Inc.

(NEW NAME)

PAID

**Page 2  
Resolution**

5



**ARTICLE THREE** The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows. (If not applicable, insert "No change")

No change

**ARTICLE FOUR** (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change

(b) The amount of paid-in capital (Paid in Capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows. (If not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ 1000.00	\$ 1000.00

(Complete either item 1 or 2 below)

(1) The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated October 24, 19 89

HealthStaf, Inc.

(Exact Name of Corporation)

attested by *Myra F. Friedmann*  
(Signature of Secretary or Assistant Secretary)

by *R.J. Friedmann III*  
(Signature of President or Vice President)

Myra F. Friedmann, Secretary  
(Type or Print Name and Title)

R.J. Friedmann, III, President  
(Type or Print Name and Title)

(2) If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_\_

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:  
 (a) to remove the names and addresses of directors named in the articles of incorporation;  
 (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;  
 (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;  
 (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;  
 (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.  
 (f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.  
 Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.  
 To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).  
 The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form BCA-10.30

File No.

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stated Articles \$100.00

FILED

NOV 21 1993

Secretary of State

RETURN TO:

Department of Business Services  
 Corporation Division  
 Secretary of State  
 Springfield, Illinois 62756  
 Telephone 217 — 782-6961

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



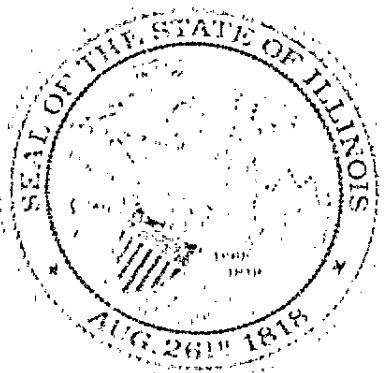
Whereas,

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF HEALTHSTAF NURSING SERVICES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 17TH day of AUGUST A.D. 19 94 and of the Independence of the United States the two hundred and 19TH

George H Ryan SECRETARY OF STATE



Form **BCA-10.30**  
(Rev Jan 1991)

# ARTICLES OF AMENDMENT

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

File # 5531-249-2

**SUBMIT IN DUPLICATE**

# FILED

AUG 17 1994

# PAID

GEORGE H. RYAN  
SECRETARY OF STATE

AUG 17 1994

This space for use by  
Secretary of State

Date 8/17/94

Franchise Tax \$

Filing Fee \$ 35

Penalty \$

Approved: [Signature]

Remit payment in check or money  
order, payable to "Secretary of State."

1. CORPORATE NAME: HEALTHSTAF NURSING SERVICES, INC.

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on August 1  
19 94 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of the amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is RESOLVED, that the Articles of Incorporation be amended to read as follows:)

HEALTHSTAF MEDICAL SERVICES, INC.  
(NEW NAME)

# EXPEDITED

AUG 17 1994

## Resolution

Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: HEALTHSTAF MEDICAL SERVICES, INC.

3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

No Change

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No Change

(b) The amount of paid-in capital (Paid in Capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

No Change

	Before Amendment	After Amendment
Paid in Capital	\$ _____	\$ _____

(Complete either Item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 5/10/94, 19 \_\_\_\_\_

HEALTHSTAF NURSING SERVICES, INC.

(Exact Name of Corporation)

attested by *[Signature]*  
(Signature of Secretary or Assistant Secretary)

by *[Signature]*  
(Signature of President or Vice President)

Suzanne Jeanmme, Asst. Secretary  
(Type or Print Name and Title)

Ralph J. Friedmann, III, President  
(Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, **BEFORE** any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments **ONLY** before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.
- (f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

State of Illinois  
Office of  
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF HEALTHSTAF MEDICAL SERVICES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 4TH day of APRIL A.D. 2000 and of the Independence of the United States the two hundred and 24TH



*Jesse White*

Secretary of State



Form **BCA-10.30**

(Rev. Jan. 1999)

**ARTICLES OF AMENDMENT**

File # 5537-229-2

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

Remit payment in check or money  
order, payable to "Secretary of State."

The filing fee for restated articles of  
amendment - \$100.00

<http://www.sos.state.il.us>

**FILED**

**PAID**

APR 04 2000

APR 04 2000

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 4-4-00

Franchise Tax \$

Filing Fee\* \$25.00

Penalty \$

Approved: *[Signature]*

1. CORPORATE NAME: HEALTHSTAF MEDICAL SERVICES, INC. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on MARCH 31  
(Month & Day)  
2000 in the manner indicated below. ("X" one box only)  
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

INTELLISTAF, INC.  
(NEW-NAME)

All changes other than name, include on page 2  
(over)

**Text of Amendment**

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

ARTICLE I OF THE ARTICLES OF INCORPORATION IS HEREBY AMENDED TO READ  
AS FOLLOWS:

THE NAME OF THE CORPORATION IS INTELISTAF, INC.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

NO CHANGE

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

NO CHANGE

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

NO CHANGE

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated MARCH 31, 2000  
(Month & Day) (Year)  
 attested by *Ralph J. Friedmann, Jr.*  
(Signature of Secretary or Assistant Secretary)  
RALPH J. FRIEDMANN, JR. ASST. SEC.  
(Type or Print Name and Title)

INTELISTAR, INC.  
(Exact Name of Corporation at date of execution)  
 by *R. Reed Thompson*  
(Signature of President or Vice President)  
R. REED THOMPSON, VICE PRESIDENT  
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_  
(Month & Day) (Year)

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

FILING DEADLINE IS:

RETURN TO: 91

Department of Business Services  
Secretary of State  
Springfield, IL 62756  
Telephone (217) 782-7308

STATE OF ILLINOIS  
DOMESTIC CORPORATION ANNUAL REPORT

CORPORATION  
FILE NO.  
55372292

YEAR OF 1991

FILED

JUL 17 1991

GEORGE H. RYAN  
SECRETARY OF STATE

1.) CORPORATE NAME HEALTHSTAF NURSING SERVICES, INC  
REGISTERED AGENT RALPH J. FRIEDMANN, III TRACY W HARTZ  
REGISTERED OFFICE 1900 SPRING ROAD SUITE 102 151 Michigan Ave.  
CITY, IL, ZIP CODE OAK BROOK, IL 60521 Chicago, IL 60661

2.) AGENT/OFFICE CHANGES ONLY (see 11th)

HEALTHSTAF NURSING SERVICE

Corporation Name

RALPH J. FRIEDMANN, III

Registered Agent

1900 SPRING ROAD SUITE 102

Registered Office - Street Address

OAK BROOK, DUPAGE, IL 60521

City, County, IL Zip Code

3.) Date Incorporated JANUARY 18, 1989

Give complete address of principal office, if other than above:

Federal Employer Identification Number  
(FEIN) 36-3631614

4.) The names and addresses of the officers and directors are: (if officers are directors, so state.)

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
RALPH J. FRIEDMANN, III	President	19 W. 276 PAUL REVERE	OAK BROOK	IL	60521
MYRA E. FRIEDMANN	Secretary	508 CAMBRIDGE PLACE	LITTLE ROCK	ARK	72207
	Treasurer				
	Director				
	Director				
	Director				

5.) The type of business actually conducted in Illinois is: NURSING SERVICES

6.) Number of shares authorized and issued (as of 12/31/90)

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMMON	N/A	N/P	10,000	1,000

7a.) The amount of paid-in capital as of 12/31/89 is:

\*PAID-IN CAPITAL \$ 300.00

\*\*Paid-in Capital\* replaces the terms  
Stated Capital and Paid-in Surplus.  
It does not include Retained Earnings.

7b.) The Paid-in Capital as of 12/31/90 on record with the Secretary of State is:

TOTAL \$ 1,000.00 - 300.00

(The figure in Item 7b may not be altered.)

ITEM 8 MUST BE SIGNED!

8.) By Robert H. [Signature] 7/10/91  
(Any Authorized Officer's Signature) (Date)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, statement of change of registered agent and/or office pursuant to provisions of the Business Corporation Act has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

214190536

### NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of seventeen pages, as taken from the original on file in this office.

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE

DATED: May 24, 2000

BY: Barbara Jefferts