



F990000000420

October 11, 1999

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

700003014457--3
-10/14/99-01043-002
*****44.75 *****43.75

**RE: APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

Dear Sir/Madam:

Enclosed please find American Specialty Networks Southwest, Inc.'s ("ASN-SW") request for name change on our Certificate of Authority in Florida. The name has been changed to American Specialty Health Networks, Inc. ("ASHN"). We have enclosed a check for \$44.75 to cover filing fees and copy fees for a certified copy.

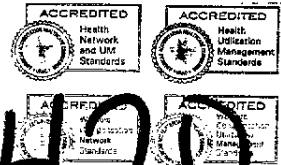
If you have any questions, please feel free to call me at (619) 297-8100, ext. 3299.
Thank you for your time regarding this matter.

Sincerely,

Christine Grace

Christine Grace
Administrative Analyst
Government Compliance and Contracts Management

Enclosure



FILED
99 OCT 14 PM 3:34
TALLAHASSEE, FLORIDA

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9P8 NC
* Cert Copy
10-14-99

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. American Specialty Networks Southwest, Inc.
Name of corporation as it appears on the records of the Department of State.
2. California 3. January 21, 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? March 25, 1999

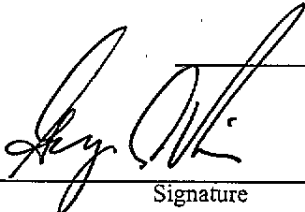
5. American Specialty Health Networks, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

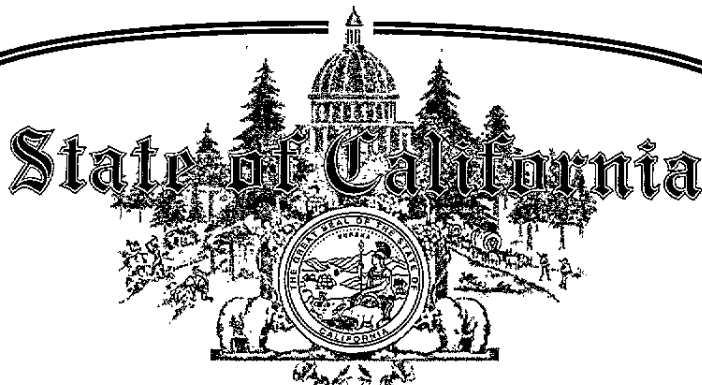
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

 9-29-99
Signature Date

George DeVries President
Typed or printed name Title

FILED
99 OCT 14 PM 3:34
DEPT. OF STATE
TALLAHASSEE, FLORIDA



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 21 1999

Bill Jones

Secretary of State



1718834

FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

JAN 21 1993

OF

AMERICAN CHIROPRACTIC NETWORK SOUTHWEST, INC.

March Fung
MARCH FUNG, Sec. Secretary of State

I.

The name of this corporation is AMERICAN CHIROPRACTIC NETWORK SOUTHWEST, INC.

II.

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 California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

George DeVries
8885 Rio San Diego Drive
Suite 365
San Diego, California 92108

IV.

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is one million.

George DeVries
George DeVries, Incorporator

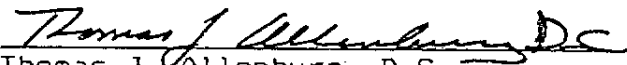


ChiroCare[®]

December 14, 1992

Secretary of State
State of California
P.O. Box 944230
Sacramento, CA 94244-0230

I hereby grant "American Chiropractic Network - Southwest, Inc." permission to use American Chiropractic Network in its corporate name.


Thomas J. Allenburg, D.C.
President
American Chiropractic Network Inc.

A491322

1718834

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED *8*
In the office of the Secretary of State
of the State of California

APR 23 1997

Bill Jones
BILL JONES Secretary

George DeVries and David Cole certify that:

1. They are the President and the Treasurer, respectively, of American Chiropractic Network Southwest, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:
The name of this corporation is American Specialty Networks Southwest, Inc.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, Corporations Code. The total number of outstanding shares of the corporation is 250,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 23, 1997

George DeVries
George DeVries, President

David Cole
David Cole, Treasurer

00520884

FILED

In the office of the Secretary of State
of the State of California

1718834
**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

JAN 22 1999

George DeVries and David Cole certify that:

Bill Jones
BILL JONES, Secretary of State

1. They are the President and the Treasurer, respectively, of American Specialty Networks Southwest, Inc. (the "Corporation").
2. Article IV of the Articles of Incorporation (the "Articles") of the Corporation is amended to read as follows:

The total number of shares that this corporation is authorized to issue is 5,000,000, of which 4,000,000 shall be designated Common Stock and 1,000,000 shall be designated Non-voting Common Stock. The holders of shares of Non-Voting Common Stock shall not be entitled to notice of any shareholders meetings or to vote upon the election of directors or upon any other matters. Upon the amendment of this Article, each outstanding share of Common Stock is split into 11 shares.

3. The foregoing amendment of the Articles has been duly approved by the Board of Directors of the Corporation.
4. The foregoing statement of the Articles has been duly approved by the required vote of shareholders of the Corporation in accordance with Section 902 of the California General Corporations Law. The total number of outstanding shares of the Corporation is 250,000. The number of shares voting in favor of the amendment exceeded the vote required. The percentage vote in favor of the amendment was 100%.

We further declare under penalty of perjury under the laws of the state of California that the matters set forth in this Certificate of Amendment are true and correct of our own knowledge.

12-16-98

Date

George DeVries
George DeVries, President

David Cole
David Cole, Treasurer

A0523948

#1718834
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
AMERICAN SPECIALTY NETWORKS SOUTHWEST, INC.

FILED *36*
In the office of the Secretary of State
of the State of California

APR 20 1999

Bill Jones
BILL JONES, Secretary of State

George DeVries and David Cole certify that:

1. They are the President and the Treasurer, respectively, of American Specialty Networks Southwest, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is American Specialty Health Networks, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 1,125,000 shares of Voting Common Stock and 250,000 shares of Non-Voting Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matter set forth in this certificate are true and correct of our own knowledge.

Date: March 25, 1999

George DeVries
George DeVries, President

David Cole, Treasurer

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
AMERICAN SPECIALTY NETWORKS SOUTHWEST, INC.**

George DeVries and David Cole certify that:

1. They are the President and the Treasurer, respectively, of American Specialty Networks Southwest, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is American Specialty Health Networks, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 1,125,000 shares of Voting Common Stock and 250,000 shares of Non-Voting Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matter set forth in this certificate are true and correct of our own knowledge.

Date: March 25, 1999

George DeVries, President



David Cole, Treasurer

