

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : C T CORPORATION SYSTEM
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2008 MAY 30 PM 12:49
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

REGISTERED AGENT CHANGE

JOERNS HEALTHCARE INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: JOERNS HEALTHCARE INC.
2. The principal office address: 5001 JOERNS DRIVE, STEVENS POINT, WI 54481
3. The mailing address (if different): 2382 FARADAY AVE, STE 200, CARLSBAD, CA 92008
4. Date of incorporation/qualification: 03/15/2007 Document number: F07000001459
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301-2525

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

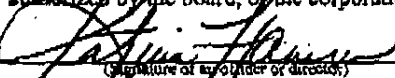
c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of officer or director)

Katina Hamm, Power of Attorney

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: M. T. Fitzpatrick

(Signature of Registered Agent)

05/23/2008

(Date)

If signing on behalf of an entity:

M.T. FITZPATRICK
ASSISTANT SECRETARY

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)

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TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

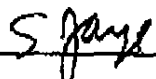
NOTICE IS HEREBY GIVEN THAT Steven Jaye, Secretary of Joerns Healthcare Inc., a corporation formed under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Katina Hamm, CT representative, and Melissa Duran, CT representative, for the corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the corporation and of the subsidiary entities for the limited purposes authorized herein.

The corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Melissa Duran and Katina Hamm may act with the power of the signatory.

This Power of Attorney expires when revoked by signatory.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 15th day of May 2008.



 Steven Jaye
 Secretary for Joerns Healthcare Inc.
 and subsidiaries