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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 2:10

June 15, 2000

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

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-06/26/00--01161--003
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed is a "Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida". Because the name of Innovative Resource Group, Inc. cannot be used in the state of Florida, enclosed is an "Adoption of Alternate Name" signed by the appropriate people. Also enclosed is a "Certificate from state of Wisconsin" evidencing the name change. I have also enclosed a check in the amount of \$43.73, which represents a \$35.00 filing fee and an additional \$8.75 for a "Certified Copy of the Certificate of Status".

Should you have any questions or concerns, please do not hesitate to get in touch with me. Thanking you in advance for your consideration in this matter.

Sincerely,

Edith L. Anderson
QI/Licensure Assistant

Enclosures

N/c JB
7/12/00



July 7, 2000

Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Adoption of Alternate Name

Dear Ms. Shepard:

Pursuant to our telephone conversation today, I am enclosing the "Adoption of Alternate Name" in the state of Florida. Also per our conversation, I did mail the appropriate documentation along with a check (number 8892) in the amount of \$43.73, which represents \$35.00 for filing fee and \$8.75 for a "Certified Copy of the Certificate of Status".

Also pursuant to our conversation, I did explain to you that I enclosed the "WRONG" "Adoption of Alternate Name" document with the packet that I submitted in June of this year. I would very much appreciate it if you could possibly try and find the paperwork I sent (only the adoption of alternate name) which should have been sent to the state of Arizona.

I would like to thank you in advance for your help in this matter and to apologize for any unnecessary confusion this may have caused.

Sincerely,

Edith L. Anderson
Edith L. Anderson
QI/Licensure Assistant

Enclosure

Rec'd. 7/10

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. CNR Health, Inc
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. October 12, 1995
Incorporated under laws of Date authorized to do business in Florida

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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? August 2, 1999

5. Innovative Resource Group, 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

James E. Hartert
Signature
James Hartert, M.D.
Typed or printed name

9/7/99
Date
President
Title

DOM
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

INNOVATIVE RESOURCE GROUP, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is May 14, 1985.

I further certify that said corporation was organized under the name CNR HEALTH, INC. and that an amendment to its articles of incorporation was filed August 3, 1999, changing name to present name of INNOVATIVE RESOURCE GROUP, INC., effective August 2, 1999; and

That said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on 22 May 2000.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY:

A handwritten signature in black ink, consisting of stylized initials.

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

**INNOVATIVE RESOURCE GROUP, INC.
DIRECTORS' UNANIMOUS CONSENT RESOLUTION**

ADOPTION OF ALTERNATE NAME

The undersigned, being all of the directors of Innovative Resource Group, Inc. (the "Corporation") hereby take the following action and consent to the following resolution without a formal meeting, or notice thereof, pursuant to § 180.0821(1) of the Wisconsin Business Corporation Law:

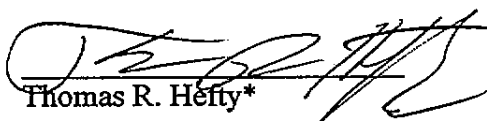
WHEREAS, the Corporation conducts business in the State of Florida ("Florida") and wishes to amend the Certificate of Authority issued by the Florida Department of State; and

WHEREAS, the Corporation's name is not available for use in Florida; and

WHEREAS, the Florida Department of State requires the Corporation to adopt an alternate name for use in Florida in order to amend its Certificate of Authority.

NOW, THEREFORE BE IT RESOLVED, the Corporation hereby adopts the alternate name, CNR Health, Inc., for use in Florida.

DATED as of March 27, 2000.

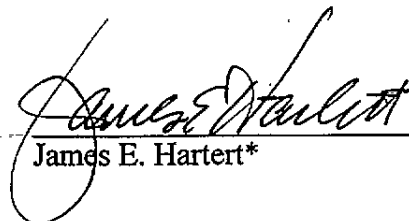

Thomas R. Hefty*


Stephen E. Bablitch*

Ralph P. Cavaiani*

Ronald H. Dix


Gail L. Hanson*


James E. Hartert*

*also serves as an officer of Innovative Resource Group, Inc.

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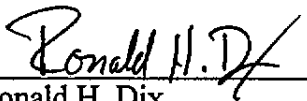
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