

F95000004968

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

9000003342109--1
-08/01/200-01055-015
*****70.00 *****70.00

Corporation(s) Name

FILED
00 AUG - 1 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seltzer / Delman, Inc
into:

Innovative Resource Group, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

RECEIVED
00 AUG - 1 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

AUG - 1

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

Thank You!

COULLETTE AUG 01 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

SELTZER/DELMAN, INC., a Florida corporation, L91745

into

CNR HEALTH, INC., a Wisconsin entity F95000004968

File date: August 1, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
SELTZER/DELMAN, INC.
(a domestic stock corporation)
INTO
INNOVATIVE RESOURCE GROUP, INC.
(a Wisconsin stock corporation)

FILED
00 AUG - 1 PM 12: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are executed by the undersigned pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"):

ARTICLE I

Seltzer/Delman, Inc., a Florida corporation, will be a non-surviving corporation.

ARTICLE II

Innovative Resource Group, Inc., a Wisconsin corporation, will be the surviving corporation.

ARTICLE III

The Agreement and Plan of Merger (the "Plan"), as adopted by the respective Shareholders and Boards of Directors of each of Seltzer/Delman, Inc. and Innovative Resource Group, Inc., is attached hereto as Exhibit A.

ARTICLE IV

The Plan was approved by the Shareholders of Seltzer/Delman, Inc. on July 10, 2000.

ARTICLE V

The Plan was approved by the Shareholders of Innovative Resource Group, Inc. on July 10, 2000.

ARTICLE VI

These Articles of Merger, when filed, shall be effective at 12:01 a.m. August 1, 2000.

IN WITNESS WHEREOF, the undersigned officers of Seltzer/Delman, Inc. and Innovative Resource Group, Inc. have executed these Articles of Merger this 28th day of July, 2000.

SELTZER/DELMAN, INC.

By: [Signature]
Title: Vice-President & Secretary

INNOVATIVE RESOURCE GROUP, INC.

By: [Signature]
Title: DIRECTOR OF FINANCE

This instrument was drafted by and is returnable to:

Joshua M. Erickson, Esq.
MICHAEL BEST & FRIEDRICH LLP
100 East Wisconsin Avenue
Suite 3300
Milwaukee, Wisconsin 53202-4108
(414) 271-6560

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") is made and entered into as of July 28, 2000, by and between Seltzer/Delman Inc., a Florida corporation ("Seltzer/Delman"), and Innovative Resource Group, Inc., a Wisconsin corporation (the "Company"). Seltzer/Delman and the Company are hereinafter sometimes collectively referred to as the "Constituent Corporations."

RECITALS

WHEREAS, the Company is a corporation duly organized and validly existing under the laws of the State of Wisconsin. As of the date hereof, the authorized capital stock of the Company consists of 150,000 shares of common stock, \$1.00 par value per share ("Company Common Stock"), of which 111,424.66 shares were issued and outstanding at July 10, 2000.

WHEREAS, Seltzer/Delman is a corporation duly organized and validly existing under the laws of the State of Florida. As of the date hereof, the authorized capital stock of Seltzer/Delman consists of 1,000 shares of common stock, \$1.00 par value per share ("Seltzer/Delman Common Stock"), of which 200 shares were issued and outstanding at July 10, 2000.

WHEREAS, the respective Boards of Directors of Seltzer/Delman and the Company deem the merger of Seltzer/Delman with and into the Company (the "Merger") advisable and in the best interest of each such corporation and their respective shareholders. The respective Boards of Directors of Seltzer/Delman and the Company, by consent resolutions duly adopted, have approved this Agreement and Plan of Merger and the transactions contemplated thereby, and the same have been duly adopted by consent resolutions of Seltzer/Delman's sole shareholder and the Company's sole shareholder.

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, Seltzer/Delman and the Company hereby covenant and agree as follows:

ARTICLE I

1.01 Merger of Seltzer/Delman into the Company. Seltzer/Delman shall be merged with and into the Company at the Effective Time (as defined in Section 1.02 hereof) in accordance with the applicable provisions of the Wisconsin Business Corporation Law (the "WBCL") and the Florida Business Corporation Act and on the terms and subject to the conditions contained in the Agreement. Simultaneously with the effectiveness of the Merger, (a) the separate existence of Seltzer/Delman shall cease, and (b) the Company, as the surviving corporation (the "Surviving Corporation"), shall continue to exist under and be governed by the WBCL.

1.02 Effective Time. The "Effective Time" of the Merger shall be 12:01 a.m. August 1, 2000.

1.03 Effect of the Merger. From and after the Effective Time:

(a) The separate existence of Seltzer/Delman shall cease and be merged with and into the Company, as the Surviving Corporation, which shall possess all of the rights, privileges, immunities, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties, of each of the Company and Seltzer/Delman; and all singular rights, privileges, immunities, powers and franchises of each of the Company and Seltzer/Delman, and all property, real, personal and mixed, and all debts due to either the Company or Seltzer/Delman in whatever amount, including subscriptions to shares, and all other things in action or belonging to each of the Company and Seltzer/Delman shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Company and Seltzer/Delman and the title to any real estate, or interest therein, vested by deed or otherwise, in either of the Company or Seltzer/Delman shall not revert or be in any way impaired by reason of the Merger.

(b) All rights of creditors and all liens upon any property of the Company or Seltzer/Delman shall be preserved unimpaired and all debts, liabilities and duties of the Company or Seltzer/Delman shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, provided, however, that all such liens shall attach only to those assets to which they were attached prior to the Effective Time.

(c) Any action or proceeding, whether civil, criminal or administrative, instituted, pending or threatened by or against either the Company or Seltzer/Delman or relating to their assets, liabilities or shares of common stock shall be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted as a party in such action or proceeding in place of Seltzer/Delman.

1.04 Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Company or Seltzer/Delman acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of the Agreement and this Plan of Merger, each of the Company, Seltzer/Delman and their proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of the Agreement and this Plan of Merger; and the proper officers and directors of the Surviving

Corporation are fully authorized in the name of the Company and Seltzer/Delman or otherwise to take any and all such action.

ARTICLE II

2.01 Name. The name of the Surviving Corporation shall be "Innovative Resource Group, Inc."

2.02 Articles of Incorporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time will, from and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation until the same are duly amended in accordance with applicable law.

2.03 Bylaws. The Bylaws of the Company, as in effect immediately prior to the Effective Time will, from and after the Effective Time, be the Bylaws of the Surviving Corporation until the same are amended as provided therein or provided in the Articles of Incorporation of the Surviving Corporation.

2.04 Officers and Directors. Upon the effectiveness of the Merger, the officers and directors of the Surviving Corporation shall be as follows:

Chairman of the Board of Directors	Ralph P. Cavaiani
Chief Executive Officer	Thomas R. Hefty
President and Chief Operations Officer	Dr. James E. Hartert
Senior Vice President	Dianne M. Kiehl
Vice President and Secretary	Stephen E. Bablitch
Vice President and Treasurer	Gail L. Hanson
Vice President	Barbara A. Tyler
Vice President	David E. Burnett
Vice President	Victoria A. Hekkers
Vice President	Elizabeth S. Thompson
Director of Finance	David R. Schildt
Director	Ralph P. Cavaiani
Director	Thomas R. Hefty
Director	Gail L. Hanson
Director	Stephen E. Bablitch
Director	Dr. James E. Hartert
Director	Ronald H. Dix

ARTICLE III

3.01 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Seltzer/Delman, the Company or the holder of any of the following securities, the shares of Seltzer/Delman and the Company shall be converted as follows:

(a) Each share of Seltzer/Delman Common Stock issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration; and

(b) Each share of Seltzer/Delman Common Stock held in treasury, if any, immediately prior to the Effective Time shall be cancelled without consideration; and

(c) Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, and none of such shares shall be exchanged or converted as a result of the Merger. The Company shall not issue any share of its Common Stock as a result of the Merger.

ARTICLE IV

4.01 Consummation of the Merger. Consummation of the Merger is conditioned upon the filing of the Articles of Merger with the Wisconsin Department of Financial Institutions and the Florida Department of State.

4.02 Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one agreement.

4.03 Governing Law. This Plan of Merger shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of Wisconsin.

4.04 Amendment. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented only by written agreement of Seltzer/Delman and the Company, by their respective officers thereunto duly authorized, at any time prior to the Effective Time.

4.05 Waiver. Any of the terms or conditions of this Plan of Merger may be waived at any time by whichever of the Constituent Corporations is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such Constituent Corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Plan of Merger to be executed on their behalf by their officers hereunto duly authorized all as of the date first above written.

ATTEST:

INNOVATIVE RESOURCE GROUP, INC.

By: Christopher D. Nohly
Title: _____

By: T. D. R. K.
Title: DIRECTOR OF FINANCE

ATTEST:

SELTZER/DELMAN, INC.

By: Leslie Delman
Title: President

By: J. H.
Title: Vice President & Secretary

MIAMI/ORANDR/1160554/_vbm01!.DOC/7/28/00