

**USA MANAGED HEALTH & WELLNESS
RESOURCES GROUP, INC.
7301 N. 16th STREET, SUITE 201
PHOENIX, AZ 85020**

F97000000859
Memo

To: Florida Amendment Section
From: Sonia Kane
Date: 08/22/00
Re: Application for Foreign Profit Corporation to File Amendment

Enclosed is the above listed application for processing. If you could please return when completed to the following address:

**USA One Source, Inc.
7301 N. 16th Street, Suite 201
Phoenix, AZ 85020
Ph. (602) 371-3860**

300003373213--9
-08/25/00--01059--002
*******35.00 *****35.00**

If you need anything further or have any questions, please feel free to contact me. Thank you for your assistance.

FILED
00 AUG 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
PRCg/11

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
00 AUG 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. USA MANAGED HEALTH & WELLNESS RESOURCES GROUP, INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE
Incorporated under laws of

3. 2/18/97
Date authorized to conduct affairs 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? 7/24/2000

5. USA ONE SOURCE, INC.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

PERPETUAL _____
New Duration Date

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

N/A _____
New Jurisdiction Date

8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

N/A _____

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Wendy Sara
Signature

Aug. 22, 2000
Date

Wendy Sara
Typed or printed name

Secretary
Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "USA MANAGED HEALTH & WELLNESS RESOURCES GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "USA ONE SOURCE, INC.", THE TWENTY-FOURTH DAY OF JULY, A.D. 2000, AT 12:40 O'CLOCK P.M.



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001402867

A handwritten signature in black ink, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0615927

AUTHENTICATION:

08-11-00

DATE: