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STATE OF IDAHO
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
(General Business)**

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned
Corporation amends its articles of incorporation as follows:

1. The name of the corporation is: Healthcare Resource Group, Inc.
2. The text of each amendment is as follows:

ARTICLE SEVEN – REGISTERED OFFICE AND AGENT

The name and address of the registered office of the corporation shall be
HEALTHCARE RESOURCE GROUP, INC., 120 E. Lake Street, Suite 203,
Sandpoint, ID 83864. The name and address of the registered agent of the
corporation shall be **COLLEEN R. HAYS, 120 E. Lake Street, Suite 203,**
Sandpoint, ID 83864.

The mailing address of
the corporation shall be **COLLEEN R. HAYS, PMB #284, 105 N. First**
Avenue, Sandpoint, ID 83864.

ARTICLE EIGHT – CORPORATE DIRECTORS

The number of Directors constituting the Board of Directors of the
corporation shall be two (2), and the names and addresses of the persons
who are to be elected to serve as Directors are as follows:

COLLEEN R. HAYS**120 E. Lake Street, Suite 203
Sandpoint, ID 83864****MARY ANN FEIGEL****2300 Clayton Road, Suite 615
Concord, CA 93520****ARTICLE NINE – INCORPORATOR**

The name and address of the Incorporator is:

COLLEEN R. HAYS**120 E. Lake Street, Suite 203
Sandpoint, ID 83864**

3. The date of the adoption of the amendments was: 10/6/99

4. Manner of adoption (check one):

The amendment consists exclusively of matters that do not require
shareholder action pursuant to section 30-1-1002, Idaho Code, and was,
therefore, adopted by the Board of Directors.

10 38.00 = 38.00 AMEND PRF 12
03/29/2000 09:58
Dk: 100% CI: 116396 NH: 363733

C107638

None of the corporation's shares have been issued and was, therefore, adopted by the Incorporator Board of Directors.

The number of shares outstanding and entitled to vote was _____

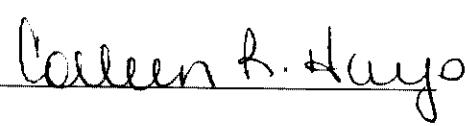
The number of shares cast for and against each amendment was:

Amended Article

Shares for

Shares against

Dated: March 14, 2000

Signed by: Colleen R. Hays 
Its President