

Filing Fee: \$150.00

ID Number: 145821



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

INNOVATIVE RESOURCE GROUP, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

APS HEALTHCARE MIDWEST LLC

3. The limited liability company is organized under the laws of WISCONSIN

4. The date of its organization is 12/28/2000

5. The period of duration of the limited liability company is (if perpetual, so state) PERPETUAL

6. The address of the limited liability company's resident agent in Rhode Island is:

222 JEFFERSON BOULEVARD

WARWICK, RI

02888

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is HIQ CORPORATE SERVICES, INC.

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

3000 NORTH EXECUTIVE DRIVE BROOKFIELD WI 53005

9. The mailing address for the limited liability company is:

3000 NORTH EXECUTIVE DRIVE BROOKFIELD WI 53005

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10. The limited liability company is to be managed by:

(Check one box only)

☒ its members or ☐ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

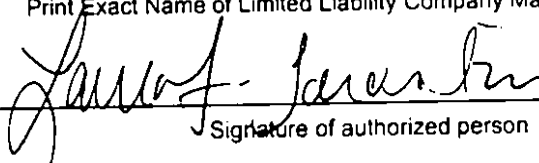
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: FEBRUARY 7 2005

INNOVATIVE RESOURCE GROUP, LLC

Print Exact Name of Limited Liability Company Making Application

By

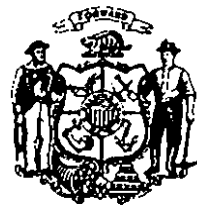


Signature of authorized person

DOM
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

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

INNOVATIVE RESOURCE GROUP, LLC

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is DECEMBER 28, 2000.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622, or 181.0120, 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 February 3, 2005.



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

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

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".


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.

CONSENT TO USE OF NAME

The undersigned, APS Healthcare Bethesda, Inc., an Iowa corporation, does hereby consent to the use of the name APS Healthcare Midwest LLC, in the State of Rhode Island by Innovative Resource Group, LLC.

Date: February 7, 2005

APS Healthcare Bethesda, Inc.

By: 
Laura F. Tarantino
Vice President