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FILED
98 NOV 30 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 23, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

In reference to AMERI CARE MED, INC., a Florida Corporation; tax ID#65-0732184, an attached Articles of Amendment form has been completed for the forementioned corporation. Please note the change from AMERI CARE MED, INC. to AMC Rehab, Inc. Thank you in advance for your cooperation.

Sincerely,

Jerry Miller
Executive Director

600002697886--0
-11/30/98--01115--002
*****35.00 *****35.00

*Jennifer gave authorization
to add Director for the signer's
title: 12/10 JB*

N/C

VS DEC 11 1998

AmeriCare Medical Center

1652 N.E. Miami Gardens Drive · No. Miami Beach, FL 33179 · 305-948-8900 · Fax 305-948-8911

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ameri Care Med, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I

change name from:

Ameri Care Med, Inc.

to:

AMC Rehab, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 11/11/98

FOURTH: Adoption of Amendment(s) (CHECK ONE)

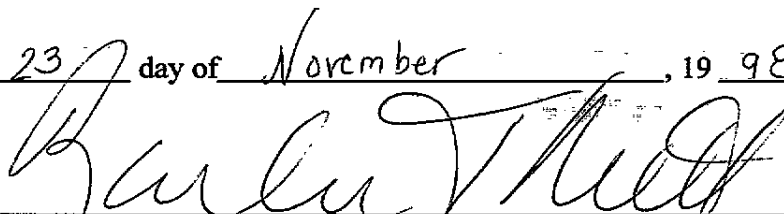
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23 day of November, 19 98.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Barbara Miller

Typed or printed name

President/Director

Title