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APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed) 1. Specialty Healthcare Management, Inc. Name of corporation as it appears within the records of the Department of State. 2. Incorporated under laws of: Delaware 3. Date authorized to do business in Florida: December 22, 1994 **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? August 11, 1997 5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation: Specialty Rehab Management, Inc. 6. If the amendment changes the period of duration, indicate new period of duration. 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. 8/22/97

Signature Name and Title

State of Delaware

Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SPECIALTY HEALTHCARE MANAGEMENT, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SPECIALTY REHAB MANAGEMENT, INC.", THE ELEVENTH DAY OF AUGUST, A.D. 1997, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

Edward J. Freel, Secretary of State

AUTHENTICATION:

8622240

DATE:

08-25-97

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