U.S. ##M (I) HealthWorks Keeping American Business Healthy 00004621

Cindy Fitzsimons

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Secretary of State Amendment Section Division of Corporations P.O. Box 6237 Tallahassee, FL 32314

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March 20, 2002

RE: HealthSouth IMC, Inc.

To Whom It May Concern:

HealthSouth IMC, Inc. is surrendering its authority to conduct business in your state. In order for the withdrawal to be processed it is necessary to file the following documents:

- Application for Certificate of Withdrawal
- The required filing fee

Please forward a certificate of withdrawal in the envelope provided.

If you have any questions regarding the enclosed document, please contact me at 770/772-6282 ext. 185. Thank you for your assistance in this matter.

Sincerely,

Cindy Fitzsimons

Paralegal

W. Hodr T. Lewis 3/29/02

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFE IN FLORIDA HealthSouth IMC, Inc. (Name of Corporation) Delaware (Incorporated Under Laws Of) This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida. This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida. The following is a current mailing address for the corporation: 3655 North Point Parkway, Suite 150 (Mailing Address) Alpharetta, GA 30005 (City/ State /Zip) The corporation agrees to notify the Department of State in the future of any change in its mailing address.

President

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Richard J.Kampa

Typed or printed name

Signature of the chairman or vice chairman of the board,

president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.