

OCCUPATIONAL HEALTH
PARTNERS, *QHP* INC.

December 11, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Dear Sir/Ma'am:

I have enclosed amendments to the Articles of Incorporation for both Occupational Health Partners, Inc. and Rehab Health Partners, Inc. Please file the new Articles of Amendment and provide me a Certified Copy of each filing for our corporate books.

If I can provide any further information please contact me direct at (863) 687-2391.

Sincerely,

Clayton Swalstad
Clayton Swalstad
COO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 12/18
amend*

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
OCCUPATIONAL HEALTH PARTNERS, INC.**

Pursuant to the provisions of Sections 607.1001 and 607.1003 of the Florida Business Corporation Act, Occupational Health Partners, Inc. (the "Corporation") adopts the following Articles of Amendment (this "Amendment") to amend its Articles of Incorporation:

1. Name of Corporation. The name of the Corporation is Occupational Health Partners, Inc.
2. Text of Amendment. Article III of the Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two million (2,000,000) shares of common stock having a \$0.01 par value per share.

3. Date of Adoption. The date of adoption of the foregoing Amendment was November 15, 2001.
4. Manner of Adoption. The Amendment was adopted by unanimous written consent of all directors of the Corporation and by a written consent of the holders of a majority of the outstanding shares of the Corporation, whose votes were sufficient to authorize the adoption of this Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment to the Articles of Incorporation on this 15th day of November, 2001.

OCCUPATIONAL HEALTH PARTNERS, INC.

By: _____

James N. Hough, Chief Executive Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA