

K35148



ACCOUNT NO. : 072100000032

REFERENCE : 546333 7134519

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 29, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 546333-015

CUSTOMER NO: 7134519

CUSTOMER: Natalie W. Jones, Paralegal
International Care Management
Suite 340
25 Second Street
Saint Petersburg, FL 33701

500002305875--8
-09/29/97--01060--017
*****35.00 *****35.00

Name Change & Amend

DOMESTIC AMENDMENT FILING

NAME: THERAPY ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TODD STERZOY

EXAMINER'S INITIALS: _____

FILED
97 SEP 29 PM 3:38
ST. COUNTY CLERK
TALLAHASSEE, FLORIDA

97 SEP 29 PM 11:25
TODD STERZOY

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF THERAPY ASSOCIATES, INC.

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

ARTICLE I

Name. The name of this Corporation is **QUALITY CARE & REHAB AGENCY OF FLORIDA, INC.**

ARTICLE II

Capital Stock. This corporation is authorized to issue **7,500** shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales of the Corporation.

The attached Statement of Intention of Stockholders and Directors of Therapy Associates, Inc. to change the corporate name and the number of authorized shares of capital stock is executed by all of the stockholders and directors of the said corporation and thereby manifests their intentions.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to be signed in its name by its Chairman of the Board and its corporation seal to be thereunto affixed and attested by its Secretary, this 22nd day of September, 1997.

ATTEST:

By: [Signature]
Elizabeth Hutton, Secretary

THERAPY ASSOCIATES, INC.

By: [Signature]
Elizabeth Hutton
Chairman of the Board

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of September, 1997, by ELIZABETH HUTTON as Chairman of the Board and Secretary of THERAPY ASSOCIATES, INC., a Florida corporation, who is personally known to me or produced identification (type of identification: _____).

Natalie W. Jones
Notary Signature


Natalie W. Jones
Print Name

My Commission NATALIE W. JONES
MY COMMISSION # CC 570427
EXPIRES: July 18, 2000
Bonded Thru Notary Public Underwriters

STATEMENT OF INTENTION OF STOCKHOLDERS AND DIRECTORS
OF THERAPY ASSOCIATES, INC.
TO CHANGE CORPORATE NAME TO
QUALITY CARE & REHAB AGENCY OF FLORIDA, INC.
AND TO INCREASE THE NUMBER OF
AUTHORIZED SHARES OF COMMON STOCK

Pursuant to Section 607.1006(f), Florida Statutes, the undersigned, ELIZABETH HUTTON, constituting all of the Stockholders and Directors of THERAPY ASSOCIATES, INC., a Florida corporation, eligible to vote, hereby manifest their intention that an Amendment to the Articles of Incorporation be adopted to change the name of the said corporation from Therapy Associates, Inc. to QUALITY CARE & REHAB AGENCY OF FLORIDA, INC., and to increase the number of authorized shares of common stock to 7,500.

Dated this 22nd of September, 1997.



ELIZABETH HUTTON
Stockholder and Director