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Division of Corporations

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Account Name : AVELINO J. GONZALEZ, P.A.
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BASIC AMENDMENT

GENESIS OUTPATIENT REHABILITATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amendment

10/8/02

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ARTICLES OF ADMENDMENT TO ARTICLES OF INCORPORATION
OF

GENESIS OUTPATIENT REHABILITATION, INC.

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: Amendments adopted: (indicate numbers being amended, added or deleted)

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one new director. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The directors, who shall hold office is:

Name of new Director/Officer:Director Address:

Gilma Giraldo

7171 Coral Way, Suite 316
Miami, FL 33155Name of deleted Director/Officer:Deleted Director Address:

John Valencia

7171 Coral Way, Suite 316
Miami, FL 33155ARTICLE IV - REGISTERED OFFICE AND AGENT

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The Street address of the registered office of the Corporation is 7171 Coral Way, Suite 316, Miami, Florida 33155 and the name of the registered agent of the Corporation is Gilma Giraldo, with principal office at 7171 Coral Way, Suite 316, Miami, Florida 33155, that by these presents accepts its designation as the registered agent of the Corporation.

SECOND: The date of each amendment's adoption: September 26, 2002.

THIRD: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Amendment to Articles of Incorporation in the City of Miami, State of Florida, on *October 8*, 2002.



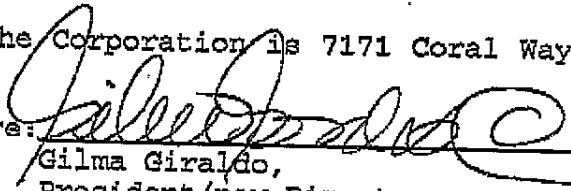
Gilma Giraldo
President/new Director

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is Genesis Outpatient Rehabilitation, Inc.

SECOND: The address of the Corporation is 7171 Coral Way, Suite 316, Miami, Florida 33155.

Corporate Officer Signature: 
Title of Officer: Gilma Giraldo,
President/new Director

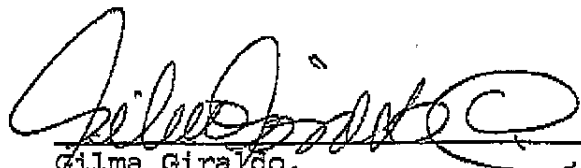
Date of Execution: *October 8*, 2002.

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ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Gilma Giraldo,
President/new Director

Date of Execution: *Oct 8*, 2002.

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