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BASIC AMENDMENT

LIFECARE SOLUTIONS EAST, INC.

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AMEND
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LIFECARE SOLUTIONS EAST, INC.
[Filing Number: P00088069868]**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is LIFECARE SOLUTIONS EAST, INC. ("Corporation").

ARTICLE II

The Third Article of the Articles of Incorporation is hereby amended by deleting the Third Article in its entirety and substituting the following article in its place:

"THIRD: The aggregate number of shares which the Corporation shall have authority to issue is forty thousand (40,000) shares. The Corporation shall issue two classes of shares designated "Preferred" and "Common." The authorized number of Preferred shares is twenty thousand (20,000) shares with a par value of \$0.01 each. Each shareholder owning Preferred shares shall be entitled to one vote for each share of stock standing in his or her name. The authorized number of Common shares is twenty thousand (20,000) shares with a par value of \$0.01 each. Shareholders owning Common shares shall have no voting rights, except to the extent required by the Florida Business Corporation Act.

The shareholders owning Preferred shares, in preference to the shareholders owning Common shares, shall receive dividends equal to the annual rate of 10% of the total amount of capital invested in the Preferred shares, to be paid in cash. Dividends shall be calculated and paid on each Preferred share on the date of the annual meeting of the Corporation ("Dividend Payment Dates"), commencing with the year 2006. Dividends shall be payable to shareholders of record as of the date five business days prior to the date of the Dividend Payment Dates. The rights of the shareholders of Preferred shares as of the Dividend Payment Dates shall not be affected by the subsequent transfer of such shares; such dividend being payable to the shareholder of record as of the relevant Dividend Payment Dates notwithstanding such transfer.

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Dividends on the Preferred shares shall be cumulative. If a full or partial dividend on Preferred shares with respect to any dividend is not paid by the Corporation, whether or not declared by the Board of Directors of the Corporation, the Corporation shall remain obligated to pay the full dividend on the Preferred shares with respect to such accrued dividend. No dividend may be paid on, or declared or set apart for, any Common shares unless at the same time a proportionate dividend for the same dividend period is paid on, or declared and set apart for, all Preferred shares then issued and outstanding and entitled to receive that dividend.

On any voluntary or involuntary sale, merger, liquidation, dissolution, or winding up of the Corporation, before any distribution may be made to the Common shares, Preferred shares shall receive an amount equal to the total amount of capital invested in the Preferred shares plus all accrued and unpaid dividends thereon (collectively, "Liquidation Amount"). After payment to the holders of the Preferred shares of the Liquidation Amount any remaining proceeds or assets of the Corporation shall be distributed pro rata to Common and Preferred shareholders based on the number of shares held by each shareholder of Common or Preferred shares. If the proceeds or assets of the Corporation available for distribution to the shareholders are insufficient to permit full payment to the shareholders of the Preferred shares, the proceeds or assets shall be first distributed ratably among the outstanding Preferred shares."

ARTICLE III

The Sixth Article of the Articles of Incorporation is hereby amended by inserting the following provision to the Sixth Article.

"Notwithstanding the foregoing, in the event the Corporation shall, at any time during which Common shares remain outstanding, sell or issue additional Common shares ("Additional Shares"), the shareholders owning Common shares shall be entitled to subscribe for or purchase a pro rata portion of the Additional Shares. Each shareholder owning Common shares entitled to purchase Additional Shares may purchase Additional Shares by paying the purchase price, which shall be equal to the price paid by the purchaser of the Additional Shares, in cash within thirty (30) days of the issuance of Additional Shares."

ARTICLE IV

The Articles of Amendment were approved by the shareholders of the Corporation. The number of votes cast for the amendments by the shareholders were sufficient for approval.

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The date of adoption of this Amendment is August 11, 2005.

Dated effective: August 11, 2005

LIFECARE SOLUTIONS EAST, INC.

By:

John Ambrose
John Ambrose, Chief Executive Officer

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

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