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**SECOND ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LIFECARE SOLUTIONS EAST, INC.
[Filing Number: P00000069868]**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida profit corporation adopts the following 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 of the Articles of Incorporation in its entirety and substituting the following article in its place:

"THIRD: A. The aggregate number of shares which the Corporation shall have authority to issue is one hundred thousand (100,000) shares. The Corporation may issue four classes of shares designated "Preferred A," "Preferred B," "Preferred C," and "Common."

(1) The authorized number of Preferred A shares is ten thousand (10,000) shares with a par value of \$0.01 each. Each shareholder owning Preferred A shares shall be entitled to one vote for each share of stock standing in his or her name.

(2) The authorized number of Preferred B shares is ten thousand (10,000) shares with a par value of \$0.01 each. Shares of the Preferred B stock shall have no voting rights, except to the extent required by the Florida Business Corporation Act.

(3) The authorized number of Preferred C shares is ten thousand (10,000) shares with a par value of \$0.01 each. Shares of Preferred C stock shall have no voting rights, except to the extent required by the Florida Business Corporation Act.

(4) The authorized number of Common shares is seventy thousand (70,000) shares with a par value of \$0.01 each. Shares of the Common stock shall have no voting rights, except to the extent required by the Florida Business Corporation Act.

B. Holders of Preferred A shares and Preferred B shares shall receive an amount equal to ten percent of the gross sales proceeds minus the WPB Liquidation

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Value (as defined in paragraph C below) ("Liquidation Amount") on any voluntary or involuntary sale, merger, liquidation, dissolution, or winding up of the Corporation, before any distribution may be made to the Preferred C or Common shares.

C. Each shareholder owning Preferred C shares shall be entitled to receive its proportionate share of the dividends attributable to the operations of LifeCare Solutions of Palm Beach, Inc. ("WPB Business"). Upon the voluntary or involuntary sale, merger, liquidation, dissolution or winding up of the WPB Business, holders of Preferred C shares shall receive their proportionate share of the liquidation value of the WPB Business ("WPB Liquidation Value.")

D. After payment of the Liquidation Amount to the holders of the Preferred A shares and the Preferred B shares and payment of the WPB Liquidation Amount to the Preferred C shares, any remaining proceeds or assets of the Corporation shall be distributed pro rata to the shareholders owning Preferred A, Preferred B and Common shares based on the number of shares held by each shareholder of Preferred A, Preferred B or Common shares.

E. 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 A and Preferred B shares, the proceeds or assets shall be first distributed ratably among the holders of Preferred B shares and then to the holders of Preferred A shares and Common shares.

(1) Shareholders of Preferred B shares shall be paid prior to payment of the principal or interest of the debt of the Corporation owed to shareholders of Preferred A shares.

(2) Shareholders of Preferred A shares shall be paid after payment of the principal or interest of the debt of the Corporation owed to shareholders of Preferred A shares and prior to shareholders of Common shares.

F. 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 A shares and Preferred B shares then issued and outstanding and entitled to receive that dividend.

G. In the event the Corporation shall, at any time while any of the shares of Common stock are outstanding, sell or issue additional shares of Common stock ("Additional Shares"), the shareholders owning the Common stock shall have a preemptive right to the Additional Shares. Each shareholder of Common stock entitled to preemptive rights may exercise such right 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.

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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.

Dated effective: October 23, 2007

LIFECARE SOLUTIONS EAST, INC.

By: B. M.
Brian Sabatano, Chief Executive Officer

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