

Apr, 28 4 02:47p

Clover Leaf Capital

(407) 905-9695

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Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : 119990000230
Phone : (407) 905-9699
Fax Number : (407) 905-9695

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PAINCARE ACQUISITION COMPANY IV, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fax Audit No. 4040000926743

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PAINCARE ACQUISITION COMPANY IV, INC.**

**Pursuant to Provisions of the
Florida Business Corporation Act**

CLERK OF STATE
TALLAHASSEE, FLORIDA

04 APR 28 PM 5:01

FILED

PAINCARE ACQUISITION COMPANY IV, INC., (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Board of Directors of the Corporation adopted the resolutions set forth below, on April 28, 2004, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by its Bylaws to amend or repeal any provision contained in the Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors of the Corporation, by action of consent (resolution) on April 28, 2004, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

NOW THEREFORE IT IS RESOLVED, that:

1. Article I of the Articles is hereby amended to reflect that the name of the Corporation is hereby changed to MEDICAL REHABILITATION SPECIALISTS II, INC.

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Fax Audit Number: 4040000926743

Prepared by: E. Nicholas Davis III

Cloverleaf Capital

2704 Rew Circle, Suite 105

Ocoee, FL 34761

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2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

The foregoing was authorized by the Board of Directors and the Stockholders of the Corporation by written consent effective April 28, 2004.

IN WITNESS WHEREOF, Medical Rehabilitation Specialists II, Inc. through its designated officer has caused this Certificate to be duly executed in its corporate name as of April 28, 2004.

MEDICAL REHABILITATION SPECIALISTS II, INC.

By: Mark Szporka
Mark Szporka, CFO

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Prepared by: E. Nicholas Davis III

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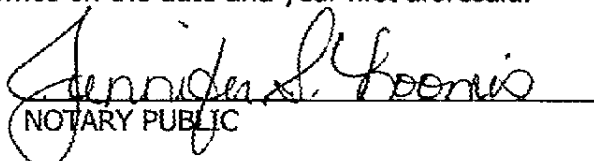
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STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 28th day of April 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mark Szporka, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the Registered Agent and Incorporator of MEDICAL REHABILITATION SPECIALISTS II, INC., and that he executed as said officer the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


NOTARY PUBLIC

Notary Public Commission expires:

[Notarial Seal]



Jennifer S. Loomis

My Commission DD293063

Expires April 30, 2008