



THE UNITED STATES  
CORPORATION  
COMPANY

P15977

ACCOUNT NO. : 072100000032

REFERENCE : 358933 4700127

AUTHORIZATION :

*Katrina Poynter*

COST LIMIT : \$ 35.00

ORDER DATE : May 8, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 358933-070

100002179461--4

CUSTOMER NO: 4700127

CUSTOMER: Ms. Candice Waters  
Aig Legal Info Center  
70 Pine St.  
28th Floor  
New York, NY 10270

FOREIGN FILINGS

NAME: AMERICAN INTERNATIONAL HEALTH  
& REHABILITATION SERVICES,  
INC.

XX PROFIT  
     NON-PROFIT

XX CORPORATE  
     LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

97 MAY 15 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AC  
OKK  
5/15*

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. American International Health + Rehabilitation Services, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. 9/15/87  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/5/97
5. AIG Healthcare Management Services, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

Elizabeth M. Tuck  
Signature  
Elizabeth M. Tuck  
Typed or printed name

April 29, 1997  
Date  
Secretary  
Title

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AIG HEALTHCARE MANAGEMENT SERVICES, INC.", THE FIFTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2100156 8320

971151879

AUTHENTICATION:

8458280

DATE:

05-09-97