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January 19, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-01/25/01--01078--019
****210.00 *****87.50

RE: PAIN THERAPY CLINIC, INC./TOTAL REHAB, INC.

Gentlemen:

Enclosed with this letter are the following:

1. Articles of Amendment changing the name of Pain Therapy Clinic, Inc., to Total Rehab, Inc., and one copy thereof,
2. Articles of Incorporation for new corporation to be named Pain Therapy Clinic, Inc., and one copy thereof,
3. Check in the amount of \$210.00 for filing the Articles of Amendment and the Articles of Incorporation and for providing a certified copy of the Articles of Incorporation and Articles of Amendment.

(Articles of Amendment)

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
Total:	\$87.50

(Articles of Incorporation)

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered	
Agent's Designation	<u>35.00</u>
Total:	\$122.50

FILED
01 JAN 25 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Amendment first. After the Articles of Amendment are filed,

NC
LEWIS JAN 29 2001

Corporate Records Bureau

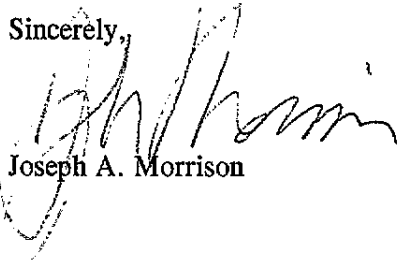
January 19, 2001

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the name Pain Therapy Clinic, Inc. should be available. Therefore, please then file the Articles of Incorporation for Pain Therapy Clinic, Inc.

Please let me know if anything further is required.

Sincerely,



Joseph A. Morrison

JAM/jh

Enclosures

cc: Frederick J. McConnell

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF

PAIN THERAPY CLINIC, INC.

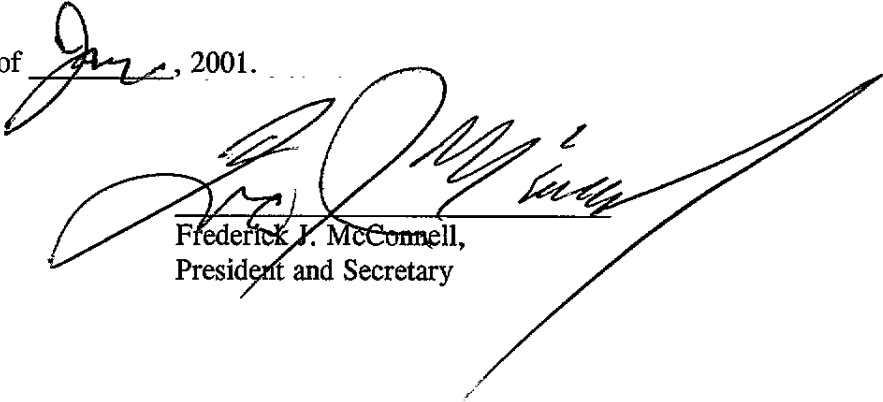
FILED
01 JAN 25 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of PAIN THERAPY CLINIC, INC. which were filed on December 4, 1995, effective November 29, 1995, is hereby amended this day, in accordance with its corporate charter pursuant to the written consent of all the shareholders and directors of the corporation executed this day, as follows:

"ARTICLE I. NAME

The name of this corporation is: TOTAL REHAB, INC."

DATED this 19th day of Jan, 2001.

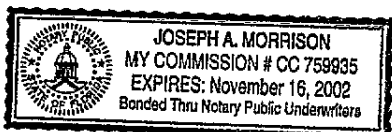

Frederick J. McConnell,
President and Secretary

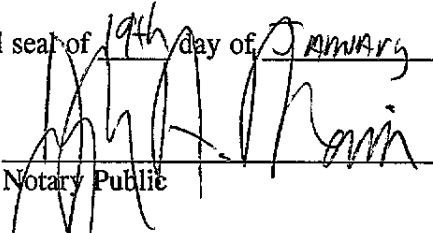
STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, the undersigned notary public authorized in the state and county named above to administer oaths and take acknowledgements, personally appeared Frederick J. McConnell, as President, and as Secretary, of PAIN THERAPY CLINIC, INC., known to me to be the person described in and who executed the foregoing instrument and Frederick J. McConnell acknowledged before me that he executed the same.

WITNESS my hand and official seal of 19th day of January, 2001.




Notary Public

My commission expires:
(affix notarial seal)