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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 10, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

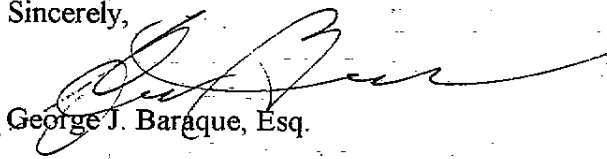
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Dear Sir, or Madam:

Please find enclosed a duly executed Articles of Amendment seeking to change the corporate name from Martin Financial Group, Inc. to Therapeutic Rehabilitation Centers II, Inc. In addition, please also find enclosed a check in the amount of \$35.00 made payable to the Secretary of State as a fee for this amendment.

If you would please return a stamped copy of the amended articles in the enclosed envelope, it would be greatly appreciated. If you have any questions, do not hesitate to call. Thank you for your consideration.

Sincerely,


George J. Baraque, Esq.

VS NOV 17 1997

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ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION OF
THE MARTIN FINANCIAL GROUP, INC.

Pursuant to section 607.1006(1), Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following in order to amend an Article of Incorporation

1. Corporate name: Therapeutic Rehabilitation Centers II, Inc. formerly known as Martin Financial Group, Inc.
2. Amendment: Article I is hereby amended to read:
The name of the corporation shall be:
Therapeutic Rehabilitation Centers II, Inc.
3. Date of Adoption: November 7, 1997
4. This amendment was adopted by the incorporators without shareholder action, pursuant to section 607.1006(1), Florida Statutes, and thus shareholder action was not required.

SIGNATURE

TITLE

DATE

[Signature]
Pres / CEO Martin Tschanz
Nov. 7, 1997