JAMES N. REYER, P.A.

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> TELEPHONE: 561-241-9003 FACSIMILE: 561-988-9892

MEMBER OF FLORIDA & NEW YORK BARS

November 24, 1998

Florida Department of State Division of Corporations Amendment Section Post Office Box 6327 Tallahassee, FL 32314

WARREN MAMBERG OF COUNSEL MEMBER OF NEW YORK BAR

SUBJECT:

Amendment to Articles of Incorporation of

Total Rehab Plus, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Total Rehab Plus, Inc. and a check for \$35.00 for the filing fees.

The amendment is to change the corporation's current name of Total Rehab Plus, Inc.. to Therapeutic Rehabilitation Centers III, Inc. Please adjust your records accordingly.

Please return one copy to:

James N. Reyer, Attorney at Law 5301 North Federal Highway Suite 200 Boca Raton, FL 33487

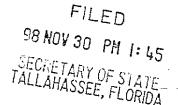
*****35.00

If you have any questions please feel free to contact me at the above number. Thank you for your cooperation in this matter.

Very truly yours,

enc. JR/lsr VS DEC 1 1 1998

ARTICLES OF AMENDMENT TO



ARTICLES OF INCORPORATION

OF

TOTAL REHAB PLUS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: An Amendment is adopted as to Article I of the Articles of Incorporation of TOTAL REHAB PLUS, INC. Article I is amended to read as follows:

ARTICLE I NAME

The name of the corporation shall be THERAPEUTIC REHABILITATION CENTERS III, INC.

THIRD: The amendment was adopted by the Board of Directors and was approved by unanimous consent of all the shareholders.

Signed this 23 day of November, 1998.

Martin Tschanz, President, Sole Shareholder and

Chairman of the Board of Directors

STATE OF FLORIDA: COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on November 25, 1998, by Martin Tschanz as President, Sole Shareholder and Chairman of the Board of Directors of TOTAL REHAB PLUS, INC., who is:

personally known to me; or

[] produced identification in the form of a Florida Driver's License which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Amendment to Articles of Incorporation.

Notary Public

JAMES REYER
MY COMMISSION # CC 545402
EXPIRES: June 16, 2000
Bonded Thru Notary Public Underwriters