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Steven T. Utrecht, P.A.

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January 14, 1998

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

700002402807--1
-01/16/98--01050--019
*****35.00 *****35.00

RE: Med Health & Rehab Centers, Inc.
Our File No.: 97-053

98 JAN 16 AM 10:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith is an original and photocopy of the Articles of Amendment for Med Health & Rehab Centers, Inc., which we request that you file with the Secretary of State and return a conformed copy to the undersigned.

For the foregoing purpose, we have enclosed our check in the amount of \$35.00, together with a self-addressed, Federal Express envelope to expedite the return of the conformed copy.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Steven T. Utrecht

STU:rks

Enclosure

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CORPAMDVC

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VS JAN 21 1998

Amend E N/C

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State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

RE: LEGIS HOLDING CO.
Our File N^o.: 97-053

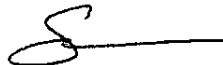
Dear Sir or Madam:

Please provide the undersigned with a Certificate of Good Standing for LEGIS HOLDING CO.

For the foregoing purpose, we have enclosed our check in the amount of \$8.75, together with a self-addressed, stamped envelope to expedite the return of the certified copy.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Steven T. Utrecht

STU:rks


Enclosure

ARTICLES OF AMENDMENT
OF
MED HEALTH & REHAB CENTERS, INC.

FILED
98 JAN 16 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Corporation is hereby changed from MED HEALTH & REHAB CENTERS, INC. to LEGIS HOLDING CO. The address of LEGIS HOLDING CO. is Suite 211 - One Executive Court, 2295 Corporate Boulevard Northwest in Boca Raton, Florida 33431. The Amendment changing the name was adopted by the Board of Directors without shareholder action and that shareholder action is not required pursuant to Florida Statutes §607.1006(1)(e).

IN WITNESS WHEREOF, the undersigned has made and executed these Articles of Amendment of MED HEALTH & REHAB CENTERS, INC. for the uses and purposes aforesaid this 14th day of January, 1998.

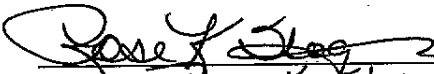


STEVEN T. UTRECHT, Director

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, STEVEN T. UTRECHT, to me well known or produced his driver's license as identification and known to be the person described in and who executed the foregoing Articles of Amendment and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of January, 1998.



Name: ROSE K. STOGNER
Notary Public - State of Florida
Commission N^o.: CC 410262
My Commission Expires

