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TRANSMITTAL LETTER

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

SUBJECT: Florida Outpatient Rehabilitation Center Inc.

Enclosed please find an original and one (1) copy of Articles of Amendment and Acceptance by Designation for the above corporation and a draft in the amount of \$87.00 to cover the Amendment as well as a certified copy.

FROM: Gerald J.M. Lindor
2717 E. Oakland Park Blvd.
Suite 103
Fort Lauderdale, Fl 33306
(954) 568-4224

FILED
98 JUN 15 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JUN 17 1998

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF FLORIDA OUTPATIENT
AND REHABILITATION CENTER INC.**

FILED
98 JUN 15 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: (See attached)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 1, 1998.

FOURTH: Adoption of Amendment(s):

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendments) was/were sufficient for approval.

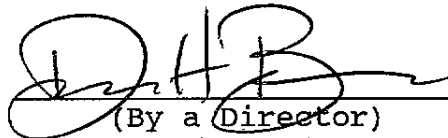
_____ The amendment(s) was/were approved by the shareholders through voting groups.

 X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholders action and shareholder action was not required.

Signed this 12 day of January, 1998

Signature


(By a Director)

Name: DENNIS BONNEAU
Title: DIRECTOR

*ARTICLES OF AMENDMENT
OF
FLORIDA OUTPATIENT AND
REHABILITATION CENTER INC.*

FIRST: Article number (s) being amended, added or deleted

ARTICLE IV is being amended to reflect GERALD J.M. LINDOR, ESQ. as the registered agent of the corporation and the address of the registered agent is 2717 E. Oakland Park Blvd., Suite 103, Ft. Lauderdale, Florida 33309.

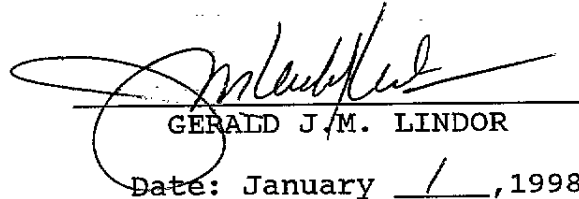
ARTICLE VI is being amended as follows: Please delete Edward Deslauriers as Vice President/Treasurer and add BRIAN JOHNSON as Vice President/Treasurer. Brian Johnson Address is 14694 N.W. 7th Avenue, North Miami, Florida 33168.

THIRD: The date of each amendment's adoption: January 1, 1998

FOURTH: The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

ACCEPTANCE BY DESIGNATION

The undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GERALD J.M. LINDOR
Date: January 1, 1998