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IN REPLY REFER TO

December 28, 1998

Clearwater Office

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

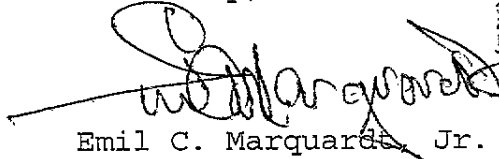
RE: Comprehensive Rehab and Fitness Technologies, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Amendment to the Articles of the Incorporation for the above-named corporation. Also enclosed is our firm check in the amount of \$35 to cover the \$35.00 filing fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend.
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cc

AMENDMENT TO ARTICLES OF INCORPORATION OF
COMPREHENSIVE REHAB AND FITNESS TECHNOLOGIES, INC.

The Articles of Incorporation of COMPREHENSIVE REHAB FITNESS
AND TECHNOLOGIES, INC. shall be amended to read as follows:

1. Article IV - Capital Stock, as set forth in the Articles
of Incorporation, shall be revoked and substituted therefor shall
be the following:

"ARTICLE IV

Capital Stock

This corporation is authorized to issue one hundred thousand
(100,000) shares at One Dollar(s) (\$1.00) par value common stock,
which shall be designated "common shares". The consideration to be
paid for each share shall be fixed by the Board of Directors.
Common stock of the corporation may be issued as "small business
corporation" stock in accordance with a plan or plans under the
provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the
common stock above designated."


2. This Amendment was adopted by the Board of Directors and
Shareholders.

All other Articles remain in place.

IN WITNESS WHEREOF, the undersigned President has executed
this Amendment to Articles of Incorporation this 22nd day of
December, 1998.

COMPREHENSIVE REHAB FITNESS AND
TECHNOLOGIES, INC.

ATTEST:

 12-22-98
JOSEPH MILLEN, Secretary

By:  12-22-98
ROBERT CORRIS, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this December day of 22, 1998, by ROBERT CORRIS, as President of COMPREHENSIVE REHAB FITNESS AND TECHNOLOGIES, INC., who is personally known to me or who produced LIC#C620770660550 as identification.



Debra Phares Murphy
My Commission CC785403
Expires October 22, 2002

Debra Phares Murphy
Notary Public

Debra Phares Murphy
Print Notary Name

My Commission Expires: Oct. 22, 2002