

O N T I N U C A R E
C O R P O R A T I O N

March 24, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Continucare Rehabilitation Services of Georgia, Inc.

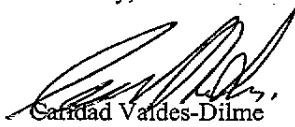
Dear Sir/Madam:

Enclosed please find Articles of Amendment along with check in the sum of \$35.00 which represents your fee for filing same. We have also enclosed a copy of same in order to get a filed stamped copy.

Please see to it the it is filed appropriately.

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

Sincerely,

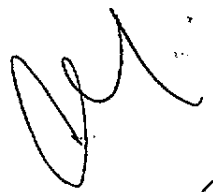

Caridad Valdes-Dilme
Legal Assistant

:cvd

Encl.

APPROVED
AND
FILED
98 APR 14 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00


p98000020112
4-14-98
Amend
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100 SE SECOND STREET • 36TH FLOOR

MIAMI, FLORIDA 33131

TEL 305.350.7515
FAX 305.350.9833 - 305.350.9830



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 2, 1998

CARIDAD VALDES-DILME
100 SE SECOND ST., 36TH FL.
MIAMI, FL 33131

SUBJECT: CONTINUCARE REHABILITATION SERVICES OF GEORGIA, INC.
Ref. Number: P98000020112

We have received your document for CONTINUCARE REHABILITATION SERVICES OF GEORGIA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 598A00017639

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 14 AM 10:46

APPROVED
AND
FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONTINUACARE REHABILITATION SERVICES OF GEORGIA, INC.,**

Pursuant to the provisions of section 607.1006, Florida Statutes, Continucare Rehabilitation Services of Georgia, Inc., adopts the following articles of amendment to its articles of incorporation and hereby states as follows:

1. Article VIII is hereby amended and restated in its entirety as follows:

CAR
The Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Steve J. Baldwin
President
100 S.E. 2nd Street
36th Floor
Miami, Florida 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 14 AM 10:46

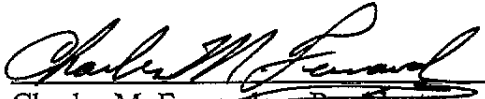
APPROVED
AND
FILED

2. In all other respects the Articles of Incorporation of Continucare Rehabilitation Services of Georgia, Inc., shall remain in full force and effect as originally adopted.

3. These Articles of Amendment were adopted by the sole shareholder and director of the corporation, which vote was sufficient for approval, on

Jan 5, 1998.

Signed this 5th day of January, 1998.


Charles M. Fernandez, President