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FILED

01 DEC 24 PM 4:41

ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 519648 7132640

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 24, 2001

ORDER TIME : 10:28 AM

ORDER NO. : 519648-010

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming  
Buchanan Ingersoll, P.c.  
Suntrust Financial Center  
401 E. Jackson Street, #2500  
Tampa, FL 33602

400004737484--4  
-12/24/01--01011--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

DOMESTIC AMENDMENT FILING

NAME: REHAB HEALTH PARTNERS, INC.

EFFECTIVE DATE:

*Amend  
12-26-01  
BKS*

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS: \_\_\_\_\_

01 DEC 24 AM 11:40

RECEIVED

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
REHAB HEALTH PARTNERS, INC.**

**FILED**  
01 DEC 24 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1001 and 607.1003 of the Florida Business Corporation Act, Rehab Health Partners, Inc. (the "Corporation") adopts the following Articles of Amendment (this "Amendment") to amend its Articles of Incorporation:

1. Name of Corporation. The name of the Corporation is Rehab Health Partners, Inc.
2. Text of Amendment. Article III of the Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

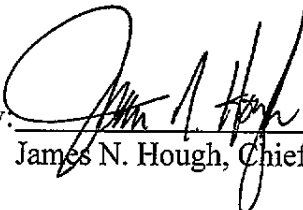
**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares of common stock having a \$0.01 par value per share.

3. Date of Adoption. The date of adoption of the foregoing Amendment was December 21, 2001.
4. Manner of Adoption. The Amendment was adopted by a majority of the directors at a duly called meeting and by a written consent of the holders of a majority of the outstanding shares of the Corporation, whose votes were sufficient to authorize the adoption of this Amendment to the Articles of Incorporation.

**IN WITNESS WHEREOF**, the President of the Corporation has signed these Articles of Amendment to the Articles of Incorporation on this 21st day of December, 2001.

**REHAB HEALTH PARTNERS, INC.**

By:   
James N. Hough, Chief Executive Officer