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Re:

CHNEIDER

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GARY A. KORN

GARY L. BROWN PAUL R. LIPTON

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N. FRASER SCHUH, III

SHAWN-D. ARBEITER

OSCAR GRISALES-RACINI .

December 8, 1998

VIA UPS Express Delivery

Our File No: 5203.0003

Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Ft. Lauderdale Pain and Rehab, Inc., a Florida corporation ("Corporation")

Dear Sir or Madam:

With respect to the Corporation, enclosed herein please find an executed original of that certain Articles of Amendment to the Articles of Incorporation of the Corporation dated November 25, 1998 ("Amendment"), together with a check in the amount of Thirty-Five and No/100 U.S. Dollars (\$35.00) representing payment of the required filing fee.

This Amendment effectuates a name change of the Corporation to: Physicians Pain and Rehab Center, Inc., a Florida corporation.

If you have any questions, please contact the undesigned directly.

Thank you for your cooperation.

Very truly yours

ANTHONY V. VARRONE Transactional Paralegal

For the Firm

Enclosure

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Pursuant to Article I (Name) of the Articles of Incorporation, the name of the corporation is: FT. LAUDERDALE PAIN AND REHAB CENTER, INC.

This Amendment hereby changes the name of the corporation to:

PHYSICIANS PAIN AND REHAB CENTER, INC., effective this 25th day of November 1998.

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: 11/25/98
FOURTH	I: Adoption of Amendment(s) (CHECK ONE)
E	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
[The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
0	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Ε	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this
	OR
	(By a director if adopted by the directors)
	OR .
	(By an incorporator if adopted by the incorporators)
	DENNIS BONNEAU Typed or printed name
	PRESIDENT
	Title