

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLAYTON PHYSICAL THERAPY & REHABILITATION SERVICES, INC.**

**TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA**

Pursuant to the provisions of Code of Alabama, § 10-2B-10.06, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

Clayton Physical Therapy & Rehabilitation Services, Inc.

2. The amendment so adopted is:

FIRST: Article 1 of the original Articles of Incorporation is hereby amended by deleting said Article 1 in its entirety and substituting in lieu thereof the following:

1. Name. The name of the Corporation is Rehab Ventures, Inc.

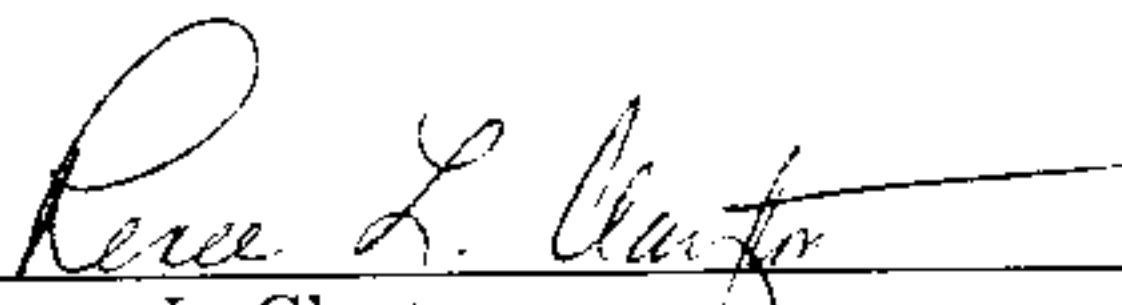
SECOND: Except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

3. The number of shares of the Corporation outstanding at the time of the adoption of the amendment was 1,000 and the number of shares entitled to vote thereon was 1,000.

4. The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the sole shareholder and the sole director of the Corporation as of May 25, 2000, pursuant to Code of Alabama, §§ 10-2B-7.04 and 10-2B-8.21.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation are hereby executed by the Corporation as of May 25, 2000.

**CLAYTON PHYSICAL THERAPY &
REHABILITATION SERVICES, INC.**



Renee L. Clayton
President

**05/30/2000-17568
12:28 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MMS 35.00**

Inst # 2000-17568

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-23-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Rehab Ventures, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Pam Irwin, 420 North 20th St Ste 1600, Birmingham, AL 35203-5202 for a period of one hundred twenty days beginning May 16, 2000 and expiring September 14, 2000.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 16, 2000

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style.

Jim Bennett

Secretary of State

Berkowitz

Inst # 2000-17568

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