

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LIFECARE.COM, INC.", A CONNECTICUT CORPORATION, WITH AND INTO "LIFECARE.COM, INC." UNDER THE NAME OF "LIFECARE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0482508

DATE: 06-07-00

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CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

LIFECARE.COM, INC.
(Connecticut Corporation)

INTO

LIFECARE.COM, INC.
(Delaware Corporation)

**(PURSUANT TO SECTION 253 OF THE DELAWARE
GENERAL CORPORATION LAW)**

LifeCare.com, Inc., a corporation organized and existing under the laws of the State of Connecticut (this "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 4th of April, 1984 pursuant to Section 33-821 of the Connecticut Business Corporation Act, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.01 par value, of LifeCare.com, Inc., a corporation incorporated on the 31st day of May, 2000, pursuant to the General Corporation Law of the State of Delaware (the "Delaware Corporation").

THIRD: That the directors of this Corporation, by the following resolutions of its Board of Directors, duly adopted on May 31, 2000 by the unanimous written consent of its members, filed with the minutes of the Board of Directors, determined to merge itself with and into said Delaware Corporation:

RESOLVED, that this Corporation merge, and it hereby does merge, itself into said Delaware Corporation which assumes all of the obligations of this Corporation.

FURTHER RESOLVED, that the merger is to be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: pursuant to an Agreement and Plan of Merger, at the Effective Time (as such term is defined in the Agreement and Plan of Merger), (i) this Corporation will be merged with and into Delaware Corporation, and (ii) each issued share of common stock of this

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Corporation, whether or not outstanding, will be exchanged for two thousand (2,000) shares of common stock of Delaware Corporation;

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by this Corporation in accordance with the laws of the State of Connecticut under which this Corporation was organized.

FIFTH: That the Certificate of Incorporation of Delaware Corporation which is the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: The name of the surviving corporation is LifeCare.com, Inc.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated by the Board of Directors of this Corporation at any time prior to the date of filing the merger with the Secretary of State becomes effective.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by John B. Place, Jr. its President, this 6 day of June, 2000.

LIFECARE.COM, INC.

By: John B. Place, Jr.

Name: John B. Place, Jr.

Title: President