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FOREIGN PROFIT QUALIFICATION

Heartland Therapy Provider Network, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

JB
6-25-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Heartland Therapy Provider Network, Inc. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 37-1027432 (FEI number, if applicable)

4. 4/28/77 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 333 North Summit Street, Toledo, OH 43604 (Principal office address)

(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, Florida 33324 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: [Signature] JOYCE A. GILBERT ASSISTANT SECRETARY (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE TALLAHASSEE, FLORIDA 03 JUN 25 AM 10:31

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

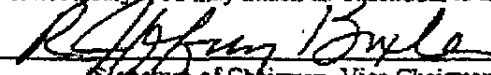
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. Jeffrey Bixler, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

Heartland Therapy Provider Network, Inc.

OFFICERS

Paul A. Ormond	President & Chief Executive Officer
M. Keith Weikel	Sr. Exec. Vice President & Chief Operating Officer
Geoffrey G. Meyers	Executive Vice President, Chief Financial Officer & Assistant Secretary
R. Jeffrey Bixler	Vice President, General Counsel & Secretary
Steven M. Cavanaugh	Vice President, Director of Corporate Development & Assistant Secretary
William J. Chenevert	Vice President, General Manager, West Division and Director of Operations Support
Nancy A. Edwards	Vice President, General Manager, Central Division
Larry R. Godla	Vice President, Development & Construction
John K. Graham	Vice President, General Manager, Eastern Division
Jeffrey A. Grillo	Vice President, General Manager, Mid-Atlantic Div.
Douglas G. Haag	Vice President, Treasurer
Kathryn S. Hoops	Vice President, Director of Tax & Asst. Treasurer
William H. Kinschner	Vice President, Director of Management Support Services
David B. Lanning	Vice President, Development
Barry A. Lazarus	Vice President, Director of Reimbursement
Larry C. Lester	Vice President, General Manager, Midwest Division
Spencer C. Moler	Vice President, Controller & Assistant Secretary
Wade B. O'Brian	Vice President, Director of Human Resources and Labor Relations & Assistant Secretary
Richard W. Farades	Vice President, General Manager, Mid-States Div.
John I. Remenar	Vice President, Director of Financial Services & Assistant Treasurer
F. Joseph Schmitt	Vice President, General Manager, Southern Division
Jo Ann Young	Vice President, General Manager of Assisted Living
Martin D. Allen	Assistant Vice President, Director of Internal Audit and Risk Management
David L. Gehrich	Assistant Secretary & Assistant Treasurer
Thomas R. Kile	Assistant Treasurer
David K. Nees	Associate General Counsel & Assistant Secretary

DIRECTORS

R. Jeffrey Bixler

ADDRESS FOR ALL ABOVE IS:

333 N. Summit St.
Toledo, Ohio 43604
Phone: (419) 252-5500

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

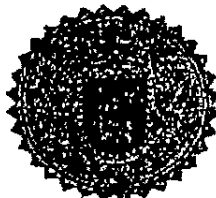
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEARTLAND THERAPY PROVIDER NETWORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2486685

DATE: 06-20-03