

**F04000000104**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**SELECT MEDICAL REHABILITATION SERVICES, INC.**

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*Merger  
MD 12/30*

# ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Select Medical Rehabilitation Services, Inc.</u>	<u>Delaware</u>	<u>E0400000104</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Kessler Rehabilitation of Florida, Inc.</u>	<u>Florida</u>	<u>P99000025626</u>
_____	_____	_____
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/1/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/1/04

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

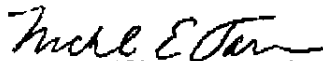
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Select Medical Rehabilitation  
Services, Inc.



Michael E. Tarvin Vice President & Secretary

Kessler Rehabilitation of  
Florida, Inc.



Michael E. Tarvin Vice President & Secretary

\_\_\_\_\_  
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PLAN OF MERGER

This Plan of Merger is entered into between Select Medical Rehabilitation Services, Inc., a Delaware corporation, herein after called the "Surviving Corporation", and Kessler Rehabilitation of Florida, Inc., a Florida corporation; herein after called the "Merging Corporation".

The terms and conditions of the merger are as follows:

1. The Merging Corporation shall be merged into the Surviving Corporation.
2. The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.
3. Each of the outstanding shares of the Surviving Corporation shall remain outstanding.
4. The outstanding shares of the Merging Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefore.
5. The Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such actions necessary or desirable to evidence or carry out this merger.
6. The merger shall be effective on January 1, 2005.
7. The effect of the merger is as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement on this 28th day of December, 2004.

SELECT MEDICAL REHABILITATION SERVICES, INC.

By: Michael E. Tarvin  
Michael E. Tarvin, Vice President

KESSLER REHABILITATION OF FLORIDA, INC.

By: Michael E. Tarvin  
Michael E. Tarvin, Vice President