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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 071258 4350891

AUTHORIZATION : Patricia P.

COST LIMIT : $ 70.00

ORDER DATE : December 18, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 071258-030 200002728692--9

CUSTOMER NO: 4350891

CUSTOMER: Mona Brannon, Paralegal
Beverly Enterprises, Inc.
5111 Rogers Avenue
Ste 40-a
Fort Smith, AR 72919

FOREIGN FILINGS

RECEIVED 99 JAN -4 AM 10:50 DIVISION OF CORPORATION

NAME: BEVERLY REHABILITATION, INC.

XXXX QUALIFICATION (TYPE: CO)

FILED 99 JAN -4 AM 11:19 SECRETARY OF STATE TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

AL JAN 4 - 1999

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. Beverly Rehabilitation, 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. 71-0811574
(FEI number, if applicable)

4. May 27, 1998
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. Suite 40-A, 5111 Rogers Avenue
Fort Smith, AR 72919
(Current mailing address)

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

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TALLAHASSEE, FLORIDA

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: ______________________
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: ______________________

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

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

14. Mona Brannon, Assistant Secretary
(Typed or printed name and capacity of person signing application)

RIDER 1

Purpose Clause

Beverly Rehabilitation, Inc.

The purpose of the corporation is to provide contract rehabilitation services, including, but not limited to, physical therapy, occupational therapy and speech therapy, to skilled nursing facilities, home health agencies, public schools, community agencies and businesses. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized.

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TALLAHASSEE, FLORIDA

BEVERLY REHABILITATION, INC.

OFFICERS AND DIRECTORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors

David R. Banks

Boyd W. Hendrickson

Robert W. Pommerville

Bobby W. Stephens

Scott M. Tabakin

Mark D. Wortley

Officers

David R. Banks
Chairman of the Board

Mark D. Wortley
Vice Chairman of the Board and Chief Executive Officer

Cindy H. Susienka
President and Chief Operating Officer

Robert W. Pommerville
Executive Vice President, General Counsel and Secretary

Bobby W. Stephens
Executive Vice President - Asset Management

Scott M. Tabakin
Executive Vice President and Chief Financial Officer

Eugene B. Clarke
Senior Vice President - Quality Management

Donald L. Dotson
Senior Vice President - Labor and Employment

Barry S. Ganley
Senior Vice President and Chief Information Officer

James M. Griffith
Senior Vice President - Investor Relations and Corporate Communications

Neil Gulsvig
Senior Vice President - Organizational Development

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

Carol C. Johansen
Senior Vice President - Human Resources

Mark R. Mostow
Senior Vice President-Sales and Marketing

Philip W. Small
Senior Vice President - Finance

Patrice K. Acosta
Vice President - Risk Management

Jo Ann Beard
Vice President and Deputy General Counsel
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

William G. Coyne
Vice President - Technology Services

Pamela H. Daniels
Vice President, Controller and Chief
Accounting Officer

John R. Grobmyer
Vice President - Construction

John H. Harrison
Vice President - Finance

Cletus C. Hess
Vice President, Compliance

Jeff Hutton
Vice President - Reimbursement

Dwight C. Kouri
Vice President - Development

Carol A. Maas
Vice President - Field Services and IT
Administration

Frederic A. Maas
Vice President, Director of Tax and
Assistant Secretary

John C. Mabry
Vice President - Business Solutions

Jack A. MacDonald
Vice President - International Development
620 Herndon Parkway, #200
Herndon, VA 22070

John W. MacKenzie
Vice President, Deputy General Counsel
and Assistant Secretary

Belinda Marcotte
Vice President - Financial Systems

David G. Merrell
Vice President - Financial Planning and
Controls

Raymond P. Minkle
Vice President - Benefits

Thomas E. Paget
Vice President - Internal Audit

Bruce L. Powell
Vice President - Employment and
Recruiting

Hugh L. Reilly
Vice President and Deputy General Counsel

Mona Brannon
Assistant Secretary

Christine Murray
Assistant Secretary

Holly A. Rasmussen
Assistant Secretary

*Address for all officers unless otherwise noted:

5111 Rogers Ave., Suite 40-A
Ft. Smith, AR 72919-1000

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEVERLY REHABILITATION, 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 EIGHTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
99 JAN -4 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9474178

DATE: 12-18-98