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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SunDance Rehabilitation Services, Inc.
(Name of corporation - must include suffix)

400002751074--8
-01/22/99--01028--005
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Diane McGee
(Name of Person)
Sun Healthcare Group, Inc.
(Firm/Company)
101 Sun Avenue, NE
(Address)
Albuquerque, New Mexico 87109
(City/State/Zip)

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TALLAHASSEE FLORIDA

Should you need to call someone concerning this matter, please call:

Diane McGee at (505) 823-4166
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



Sun Healthcare Group

Sun Healthcare Group, Inc. 101 Sun Avenue NE
Albuquerque, NM 87109
505.821.3355
Fax 505.828.0944
www.sunh.com

January 19, 1999

Secretary of State of Florida
Qualification Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: SunDance Rehabilitation Services, Inc.

Dear Sir or Madam:

Enclosed for filing please find (i) an original and one copy of an Application by Foreign Profit Corporation for Authorization to Transact Business in Florida, (ii) a letter granting permission to use the corporate name, (iii) a good standing certificate from the State of New Mexico, (iv) a check in the amount of \$78.75 for filing fee and Certificate of Status, and (v) a stamped, self-addressed envelope for return of the file-stamped copy. Please direct any correspondence regarding this filing to my attention.

Very truly yours,

Diane McGee
Corporate Paralegal

Enclosures

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. SunDance Rehabilitation Services, 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. New Mexico
(State or country under the law of which it is incorporated)

3. 85-0456945
(FEI number, if applicable)

4. December 8, 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 817.156, F.S.))

7. 101 Sun Avenue, NE, Albuquerque, New Mexico 87109
(Current mailing address)

8. Rehabilitation therapy services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

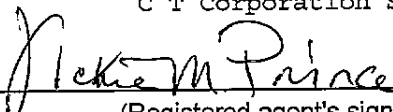
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Vickie M. Prince, Assistant Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached list of officers

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

14. Michael T. Berg, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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**SUNDANCE REHABILITATION SERVICES, INC.
OFFICERS AND DIRECTORS**

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<u>Position</u>	<u>Name</u>	<u>Address</u>	<u>Term</u>
President	David Kniess	5495 Beltline, Suite 380 Dallas, TX 75240	Until successor is duly elected and qualified
Vice President and CFO	Robert D. Woltil	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Vice President and Treasurer	Matthew G. Patrick	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Treasurer	D. Craig Hayes	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Vice President and Controller	William C. Warrick	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Secretary	Nikki J. Mann	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Secretary	Michael T. Berg	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Secretary	Jeffrey C. Gilmore	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Director	Robert A. Levin	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Director	Robert D. Woltil	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified

STATE OF NEW MEXICO



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OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:
SUNDANCE REHABILITATION SERVICES, INC.

1973247

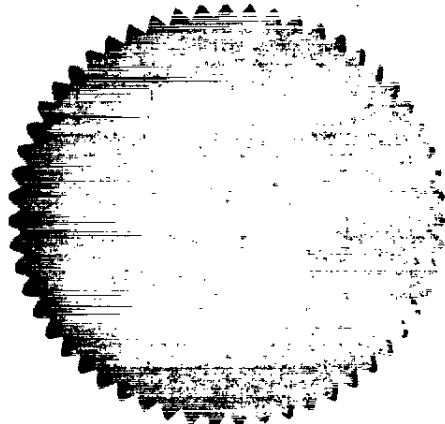
a corporation organized under the laws of
NEW MEXICO
is duly authorized to transact business in New Mexico, as
a Domestic Profit corporation, under the
BUSINESS CORPORATION ACT
(53-11-1 to 53-18-12 NMSA 1978)

having filed its Articles of Incorporation DECEMBER 8, 1998
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State
Corporation Commission, which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing and duly authorized
to transact business as its corporate existence has not been
revoked in New Mexico. This Certificate is not to be construed
as an endorsement, recommendation or notice of approval of the
corporation's financial condition or business activities and
practices. This Certificate of Good Standing and Compliance
expires MARCH 15, 2002

Dated: DECEMBER 22, 1998

In Testimony Whereof, the State Corporation
Commission of the State of New Mexico has
caused this certificate to be signed by its
Chairman and the Seal of said Commission to be
affixed at the City of Santa Fe



William D. Block
Chairman

Director