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TRANSMITTAL LETTER

February 21, 2001

FILED
01 FEB 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: METRO REHAB. INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certified copy fee.

FROM: Luis E. Alcaraz
6872 N. Semoran Blvd., Suite 205
Orlando, FL 32807
(407) 482-0541 daytime number



PH 2/22/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
METRO REHAB OF ORLANDO, INC.**

The undersigned subscribers, natural persons competent to contract, for the purposes of the forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation:

ARTICLE ONE: NAME - The name of the proposed corporation is: Metro Rehab of Orlando, Inc.

ARTICLE TWO: DURATION - The duration of the corporation is perpetual.

ARTICLE THREE: CAPITALIZATION - The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares which shall be common stock having no par value. Each share shall have one vote on all business affairs of the corporation, at any business- meeting.

ARTICLE FOUR: PRINCIPLE OFFICE OF THE CORPORATION AND THE REGISTERED AGENT - The registered agent of the corporation shall be: Lizzette Roman, 672 N. Semoran Blvd., Suite 205, Orlando, Florida 32807. The principal office of the corporation shall be: 672 N. Semoran Blvd., Suite 205, Orlando, Florida 32807.

ARTICLE FIVE: DIRECTORS AND PRINCIPAL OFFICERS- The number of directors and/or principal officers of this corporation are two. The names and addresses of the directors and/or principal officers, which shall constitute the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected, qualified and sworn to up

hold the by-laws are: Lizzette Roman
672 N. Semoran Blvd., Suite 205
Orlando, FL 32807

Luis E. Alcaraz
672 N. Semoran Blvd., Suite 205
Orlando, FL 32807

ARTICLE SIX: Name and street address of the incorporator of these Articles of Incorporation is Lori S. Noel, Paralegal, P.O. Box 547272, Orlando, Florida 32854.

Lori S. Noel Date: 2/21/01
Lori S. Noel, Incorporator
P.O. Box 547272
Orlando, Florida 32854
(407) 422-0056

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lizzette Roman Date: 2/21/01
Lizzette Roman/Registered Agent Date

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