

1201 HAYS STREET  
PALM BEACH, FL 33480-3607  
800-342-8086  
96000046502



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 971196 4303929

AUTHORIZATION *Patricia Pyjunt*  
COST LIMIT : \$ 122.50

ORDER DATE : May 30, 1996

ORDER TIME : 2:42 PM

ORDER NO. : 971196

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

100001847871

DOMESTIC FILING

NAME: LIFECARE MERGER CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

*MP*  
*6/3/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 MAY 31 AM 10:17

ARTICLES OF INCORPORATION  
OF  
LIFECARE MERGER CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 31 AM 10:17

ARTICLE I

The name of the corporation is LIFECARE MERGER CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:  
4517 N.W. 31st Avenue, Ft. Lauderdale, Florida 33309.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Liliana Armas**.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors are two, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Michael Weissman  
4517 N.W. 31st Avenue  
Ft. Lauderdale, Florida 33309

Richard S. Weissman  
4517 N.W. 31st Avenue  
Ft. Lauderdale, Florida 33309

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 31 AM 10:17

**ARTICLE VII**

The name and address of the Incorporator is Lilliana Armas, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30 day of May, 1996.

Lilliana Armas  
Lilliana Armas - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of LIFECARE MERGER CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Lilliana Armas  
Lilliana Armas, Registered Agent  
Dated: May 30, 1996

# P96000046502

Requestor's Name  
 CORPORATE ACCESS, INC.  
 1116-D THOMASVILLE RD  
 TALLAHASSEE, FL 32309  
 (904) 222-2666  
 City/State/Zip Phone #

800001891398  
 -07/11/96--01003--011  
 \*\*\*\*232.50 \*\*\*\*75.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lifecare Investments, Inc.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. C. T. W. M. O. S.  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

FILED  
 JUN 27 PM 3:05  
 56 JUN 27 AM 11:20  
 DIVISION OF CORPORATION

- Walk in   
  Pick up time   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

6/27/96  
 [Handwritten initials and marks]

Examiner's Initials

P96000046502



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morlham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

LIFECARE INVESTMENTS, INC., a Delaware corporation P21060

INTO

**LIFECARE MERGER CORP.**, a Florida corporation, P96000046502

File date: June 27, 1996

Corporate Specialist: Annette Hogan





4. Articles of Incorporation. The Articles of Incorporation of LCMC as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except the name of the Surviving Corporation shall be changed to "LifeCare Investments, Inc."

5. Bylaws. The Bylaws of LCMC as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. Directors and Officers. The directors and officers of LCMC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.


7. Effective Date. The Merger shall become effective on the later of the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida or June 26, 1996.

8. Amendment of Plan of Merger. The Board of Directors of each of LCI and LCMC is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 252 of the DGCL and Section 607 1103(8) of the BCA.

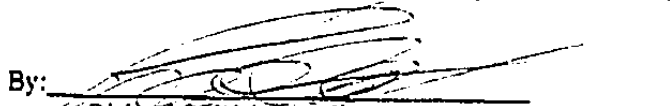
**LIFECARE INVESTMENTS, INC.**

By:   
Michael Weissman,  
Chairman of the Board

**LIFECARE MERGER CORP.**

By:   
John Floegel, Sr. Vice President

**TUTOR TIME LEARNING SYSTEMS, INC.**

By:   
Richard S. Weissman, President