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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053  
CONTACT: ~~JOHNNY C ROBRIGUEZ~~ LMS  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: MEDICAL SPECIALISTS OF THE PALM BEACHES REHA  
AUDIT NUMBER.....H97000018823  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Medical Specialists of the Palm Beaches Rehab Center, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Medical Specialists of the Palm Beaches Rehab Center, Inc.  
5503 South Congress Avenue  
Suite 206  
Atlantis FL 33462

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Mitchell D. Schepps  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jay Cohen, M.D.	Earl C. Lysaker, M.D.
Stephen Krasner, M.D.	
Robert E. Tomé, M.D.	
Eric J. Weiner, M.D.	

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Mitchell D. Schepps | FL Bar Member 979139  
Rosen & Reade, LLP  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401  
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value zero per share.

Article VI. Incorporator

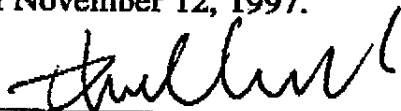
The name and address of the incorporator is:

Mitchell D. Schepps  
Rosen & Reade, LLP  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 12, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 12, 1997.



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MITCHELL D. SCHEPPS  
by L.A. Uriarte as attorney-in-fact

Mitchell D. Schepps | FL Bar Member 979139  
Rosen & Reade, LLP  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**Medical Specialists of the Palm Beaches Rehab Center, Inc.**

**REGISTERED AGENT/OFFICE:**

**Mitchell D. Schepps  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**MITCHELL D. SCHEPPS  
by L.A. Uriarte as attorney-in-fact**

**Date: November 12, 1997**

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