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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T Corporation System.

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

200002572412--9  
-06/25/98--01054--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Eastern Shores Rehabilitation, Inc

Profit Articles

NonProfit

Amendment

Merger

Limited Liability Company

Dissolution/Withdrawal

Mark

Foreign

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

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DIVISION OF CORPORATION

JUN 25 1998

P. Hall

**ARTICLES OF INCORPORATION  
OF  
EASTERN SHORES REHABILITATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, being a natural person of at least eighteen (18) years of age and acting as the incorporator of the corporation hereby being organized thereunder, certifies that:

**FIRST:** The name of the corporation is **Eastern Shores Rehabilitation, Inc.** (hereinafter called the "Corporation").

**SECOND:** The street address of the initial principal office of the Corporation is: 3351 N.E. 164<sup>th</sup> Street, North Miami Beach, Florida 33160.

**THIRD:** The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200) shares, all of which are without par value, and all of which are of the same class and are Common shares.

**FOURTH:** The address of the initial registered office of the Corporation within the State of Florida is: 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's initial registered agent at such registered agent is CT Corporation System.

**FIFTH:** The name and the address of the incorporator are as follows:  
E. Eugene Sharer, 666 11<sup>th</sup> Street, N.W., Washington, D.C. 20001.

**SIXTH:** No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which Corporations may be organized under the Florida Business Corporation Act. To have all of the general powers granted to Corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**EIGHTH:** The duration of the Corporation shall be perpetual.

**NINTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed

exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**TENTH:** Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned, the Sole Incorporator of the above-named Corporation, has hereunto signed this Articles of Incorporation on this 17<sup>th</sup> day of June    , 1998.

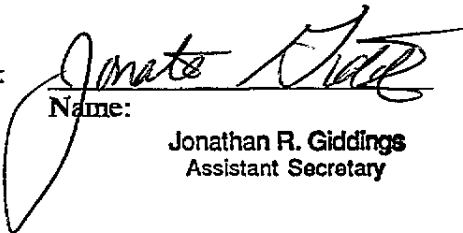
  
E. Eugene Sharer, Sole Incorporator

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept services of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

**CT CORPORATION SYSTEM**

DATE: 6/24/98

BY:   
Name: Jonathan R. Giddings  
Assistant Secretary

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