

EARL K. MALLORY, P.A.
ATTORNEYS AT LAW
675 W. INDIANTOWN ROAD - SUITE 103
P.O. BOX 8858
JUPITER, FLORIDA 33468-8858

EARL K. MALLORY

TELEPHONE (561) 743-3708
FACSIMILE (561) 743-3729

* ALSO ADMITTED TO PRACTICE IN COLORADO

E-Mail Mallory_Law@compuserve.com

April 15, 1999

P990000 36 388

New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002843105--9
-04/19/99--01009--007
****122.50 *****78.75

Re: Articles of Incorporation of
LifeCare Partners, Inc.

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process with regard to the above referenced corporation. I have also enclosed \$122.50 to cover the cost of filing same and for a certified copy of the Articles.

Thank you for your cooperation in this matter; and should you have any questions with regard to the attached, please do not hesitate to contact me.

Very truly yours,


EARL K. MALLORY

EKM/vp
enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 PM 2:48

FILED

T. SMITH 'APR 21 1999

ARTICLES OF INCORPORATION
OF
LIFECARE PARTNERS, INC.

ARTICLE I

The name of this corporation is LifeCare Partners, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 404 Mainsail Circle, Jupiter, Florida 33477.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue five hundred (500). Such shares shall be of a single class, and shall have a par value of One and No/100 Dollar (\$1.00) per share.

ARTICLE VI

The street address of the initial registered office of the corporation is: 675 West Indiantown Road, Suite 103, P.O. Box 8858, Jupiter, FL 33468, and the name of its initial registered agent at such address is Earl K. Mallory.

ARTICLE VII

The number of directors constituting the initial Board of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 PM 2:48

FILED

Directors of the corporation is one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

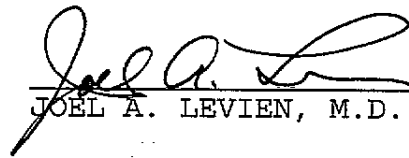
<u>Name</u>	<u>Address</u>
Joel A. Levien, M.D.	404 Main Sail Circle Jupiter, FL 33477

ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Joel A. Levien, M.D.	404 Main Sail Circle Jupiter, FL 33477

EXECUTED by the undersigned at Jupiter, Palm Beach County, Florida on this 15th day of April, 1999.

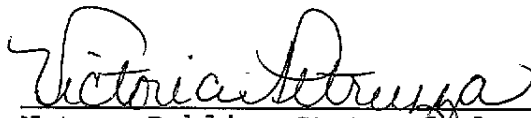


 JOEL A. LEVIEN, M.D.

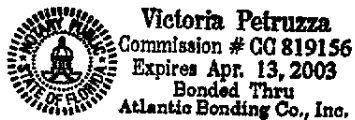
STATE OF FLORIDA
COUNTY OF PALM BEACH

PERSONALLY appeared before the undersigned authority on the 15th day of April, 1999, before me, a Notary Public duly authorized in the State and County of aforesaid to take acknowledgements, JOEL A. LEVIEN, M.D., known to be the person described as a subscriber in the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.



 Notary Public, State of Florida
 at Large
 Print Name: Victoria Petruzza
 My Commission Expires:



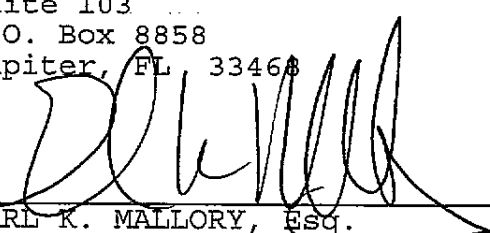
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is LifeCare Partners, Inc..
2. The name and address of the Registered Agent and Office is:

Earl K. Mallory, Esq.

675 West Indiantown Road
Suite 103
P.O. Box 8858
Jupiter, FL 33468




EARL K. MALLORY, Esq.
Registered Agent

4-15-99
Date

ACKNOWLEDGEMENT AND ACCEPTANCE

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.



EARL K. MALLORY, Esq.

4-15-99
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 PM 2:48

FILED