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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AMERICAN EAGLE REHAB, INC.

12401 ORANGE GROVE DR. APT. 1612

TAMPA, FL 33618

TEL. 813 968-5626

FAX 813 877-8145

97 JUL 18 PM 3:33

JULY 16, 1997

Secretary of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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****122.50 ****122.50

RE: **AMERICAN EAGLE REHAB, INC.**

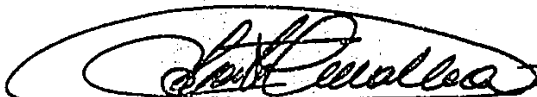
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

AMERICAN EAGLE REHAB, INC.



ROBERTO G. MALLERIA
PRESIDENT

14
7-21-97

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

AMERICAN EAGLE REHAB, INC.

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

AMERICAN EAGLE REHAB, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporate is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: AMERICAN EAGLE REHAB, INC.
ADDRESS: 12401 ORANGE GROVE DR. APT. 1612
CITY: TAMPA, FL 33618

The name and street address of the Initial Registered Agent of this Corporation:

NAME: ROBERTO G. MALLEA
ADDRESS: 12401 ORANGE GROVE DR. APT. 1612
CITY: TAMPA, FL 33618

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: ROBERTO G. MALLEA - PRESIDENT & DIRECTOR
ADDRESS: 12401 ORANGE GROVE DR. APT. 1612
CITY: TAMPA, FL 33618

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: ROBERTO G. MALLEA
ADDRESS: 12401 ORANGE GROVE DR. APT. 1612
CITY: TAMPA, FL 33618

NAME:
ADDRESS
CITY

NAME:
ADDRESS:
CITY:

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 16TH day of JULY A.D., 1997.


ROBERTO G. MALLEA

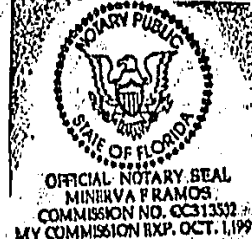
STATE OF FLORIDA)
SS
COUNTY OF HILLSBOROUGH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERTO G. MALLEA known to me and known to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16TH day of JULY A.D. 1997.


(Notary Public, State of Florida)

My Commission expires
OCT. 1, 1997



CERTIFICATE OF DESIGNATION

OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

AMERICAN EAGLE REHAB, INC.

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Pursuant to the provisions of sections 48.091 or 617.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 12401 ORANGE GROVE DR. APT. 1612, TAMPA FL 33618 has named ROBERTO G. MALLEA located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)



Certificate & Acknowledgement
Registered Agent