

A98000002763



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 063982 4381472

AUTHORIZATION :

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 4:25

ORDER DATE : December 14, 1998

ORDER TIME : 1:56 PM

ORDER NO. : 063982-015

4000002711874--0

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WASHINGTON SHORES REHAB, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 14 PM 2:42

12/17/98

98 DEC 14 PM 4:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WASHINGTON SHORES REHAB, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 4:23

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of WASHINGTON SHORES REHAB, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be WASHINGTON SHORES REHAB, LTD. (the "Partnership").

2. The initial business address of the Partnership where records shall be kept shall be 3300 South Hiawassee Road, Suite 107, Orlando, Florida 32835. The initial mailing address of the Partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

4. The name and initial business address of the General Partner is:

WASHINGTON SHORES REHAB, INC., a Florida corporation
3300 South Hiawassee Road, Suite 107
Orlando, Florida 32835

P980800 104075

5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

6. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 10th day of December, 1998.

GENERAL PARTNER:

WASHINGTON SHORES REHAB, INC., a
Florida corporation

By:

Eric S. Peisner VP

Eric S. Peisner, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 4:25

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for WASHINGTON SHORES REHAB LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: _____

Randal M. Alligood, Vice President

Dated this 16th day of December, 1998.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of WASHINGTON SHORES REHAB, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of WASHINGTON SHORES REHAB, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 4:25

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

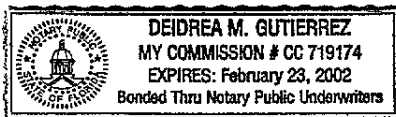
WASHINGTON SHORES REHAB, INC., a
Florida corporation

By: Eric S. Peisner VP
Eric S. Peisner, Vice President

Dated this 10th day of December, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of December, 1998, by Eric S. Peisner, as Vice President of Washington Shores Rehab, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Deidrea M. Gutierrez
(Signature of Notary Public)

Deidrea M. Gutierrez
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____