



THE UNITED STATES
CORPORATION
COMPANY

A98000002768

ACCOUNT NO. : 072100000032

REFERENCE : 063956 4381472

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : ~~\$ 87.50~~

ORDER DATE : December 14, 1998

148.75

ORDER TIME : 12:26 PM

ORDER NO. : 063956-015

CUSTOMER NO: 4381472

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

FILED
SECRETARY OF CORPORATIONS
98 DEC 14 AM 10:44

DOMESTIC FILING

NAME: MERCY DRIVE REHAB, LTD. *Q*

EFFECTIVE DATE:

100002711871--9

XX ARTICLES OF INCORPORATION
 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: Cassandra Lamm

EXAMINER'S INITIALS:

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SECRETARY OF CORPORATIONS
98 DEC 14 PM 2:42

ML 12/14/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MERCY DRIVE REHAB, LTD.**

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

1. The name of the Partnership shall be MERCY DRIVE 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:

MERCY DRIVE REHAB, INC., a Florida corporation
3300 South Hiawassee Road, Suite 107
Orlando, Florida 32835

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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:

MERCY DRIVE REHAB, INC., a Florida corporation

By: *Eric S. Peisner VP*

Eric S. Peisner, Vice President

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DIVISION OF CORPORATIONS
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MERCY DRIVE 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 10th day of December, 1998.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of MERCY DRIVE 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 MERCY DRIVE REHAB, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

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:

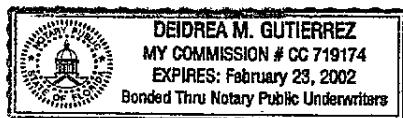
MERCY DRIVE REHAB, INC., a Florida corporation

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 Mercy Drive 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: _____