

CT CORPORATION

F02 000000871

CORPORATION(S) NAME

HealthSouth LTAC of Bay County, Inc.

FILED
02 FEB 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

902A 00010295

RECEIVED
02 FEB 15 PM 12:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/15/02

Order#: 5129735

300004930569--2

-02/15/02--01048--026

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. HEALTHSOUTH LTAC of Bay County, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. 02/14/2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 02/14/2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Healthsouth Parkway, Birmingham, AL 35243

(Principal office address)

same

(Current mailing address)

Provide comprehensive rehabilitation and clinical healthcare

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

C T Corporation System

(Registered agent's signature)

JOAN BOLDEN

ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. C. Drew Demaray

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. C. Drew Demaray, Asst. Secretary

(Typed or printed name and capacity of person signing application)

FILED
FEB 15 PM 2:18
02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

Officers and Directors

FILED
2 FEB 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS	NAME	BUSINESS ADDRESS	EXPIRATION OF TERM
Chairman of the Board and President	Richard M. Scrushy	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	UNTIL SUCCESSORS ARE DULY ELECTED AND QUALIFIED
President and Director	William T. Owens	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President, Secretary and Director	Brandon O. Hale	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President and Treasurer	Malcolm E. McVay	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President	Larry D. Taylor	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President	Patrick A. Foster	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President	Weston L. Smith	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President and Assistant Secretary	William W. Horton	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President and Assistant Secretary	C. Drew Demaray	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President and Assistant Secretary	Beall D. Gary, Jr.	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President	Richard E. Botts	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	
Vice President, Assistant Treasurer, and Assistant Secretary	Catherine N. Fowler	c/o HEALTHSOUTH Corporation, One HealthSouth Parkway, Birmingham, AL 35243	

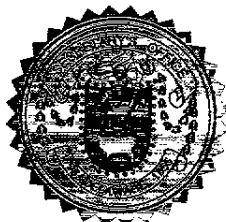
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHSOUTH LTAC OF BAY COUNTY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF FEBRUARY, A.D. 2002.

FILED
2002 FEB 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3492193 8300

020100776

AUTHENTICATION: 1615202

DATE: 02-15-02