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Vencor, Inc. One Vencor Place 680 South Fourth Avenue Louisville, Kentucky 40202-2412 (502) 596-7300

December 19, 2000

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-12/26/00--01082--007
*****35.00 *****35.00

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: First Rehab, Inc. Certificate of Withdrawal


Dear Sir or Madam:

Enclosed please find an Application for Certificate of Withdrawal for the above-referenced entity and a check for \$35.00.

Please file this application and return evidence to me at your earliest convenience in the enclosed self-addressed stamped envelope.

If you have any questions, please call me at (502) 596-7044. Thank you for your assistance.

Sincerely,


Deborah Ulin
Paralegal

dau
enclosures

FILED STATE
DIVISION OF CORPORATIONS
00 DEC 26 AM 9:56

V. SHEPARD JAN 8 - 2001



V. SHEPARD 2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 26 AM 9:56

First Rehab, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

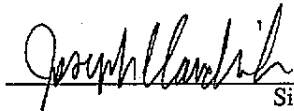
680 South Fourth Avenue

(Mailing Address)

Louisville, KY 40202

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Secretary

Title

Joseph L. Landenwich

Typed or printed name

December 11, 2000

Date