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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

100002441491--3
-02/26/98--01054--015
*****70.00 *****70.00

CORPORATION(S) NAME

ASC Network Corporation

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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. ASC Network Corporation
(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. 95-4348431 (FEI number, if applicable)

4. September 26, 1991 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

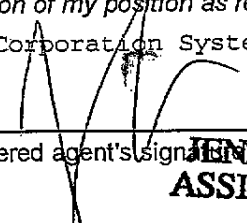
7. One HealthSouth Parkway, Birmingham, Alabama 35243
(Current mailing address)

8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) **JENNIFER F FAULTMAN**
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard M. Scrushy

Address: One HealthSouth Parkway

Birmingham, Alabama 35243

Vice Chairman: _____

Address: _____

Director: James P. Bennett

Address: One HealthSouth Parkway

Birmingham, Alabama 35243

Director: Anthony J. Tanner

Address: One HealthSouth Parkway

Birmingham, Alabama 35243

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13.



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

14. William W. Horton, Vice President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
ASC Network Corporation**

To engage in the business of providing comprehensive rehabilitation and clinical healthcare services on an ambulatory and inpatient basis in rehabilitation clinics, surgery centers and hospitals to the general public through the provision of physician services, physical therapy, social and/or psychological, respiratory therapy, cardiac rehabilitation, pulmonary rehabilitation, occupational therapy, speech pathology, prosthetic and orthotic devices, nursing care, drugs and biologicals, supplies, appliances and equipment and outpatient surgery and related care, and other services and to do any and all things necessary and appropriate to carry out such business effectively, including, without limitation, the owning, leasing, management and operation of medical facilities and other physical properties, either directly or indirectly, or in concert with others.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
ASC Network Corporation**

1. Richard M. Scrushy, Chairman of the Board
One HealthSouth Parkway
Birmingham, Alabama 35243
2. James P. Bennett, Vice President
One HealthSouth Parkway
Birmingham, Alabama 35243
3. Anthony J. Tanner, Vice President and Secretary
One HealthSouth Parkway
Birmingham, Alabama 35243
4. Patrick A. Foster, President
One HealthSouth Parkway
Birmingham, Alabama 35243
5. Michael D. Martin, Vice President and Treasurer
One HealthSouth Parkway
Birmingham, Alabama 35243
6. William T. Owens, Vice President
One HealthSouth Parkway
Birmingham, Alabama 35243
7. William W. Horton, Vice President and Asst. Secretary
One HealthSouth Parkway
Birmingham, Alabama 35243
8. Beall D. Gary, Jr., Vice President and Asst. Secretary
One HealthSouth Parkway
Birmingham, Alabama 35243
9. C. Drew Demaray, Vice President and Asst. Secretary
One HealthSouth Parkway
Birmingham, Alabama 35243
10. Richard E. Botts, Vice President
One HealthSouth Parkway
Birmingham, Alabama 35243
11. Stacy H. Pulliam, Asst. Treasurer and Asst. Secretary
One HealthSouth Parkway
Birmingham, Alabama 35243

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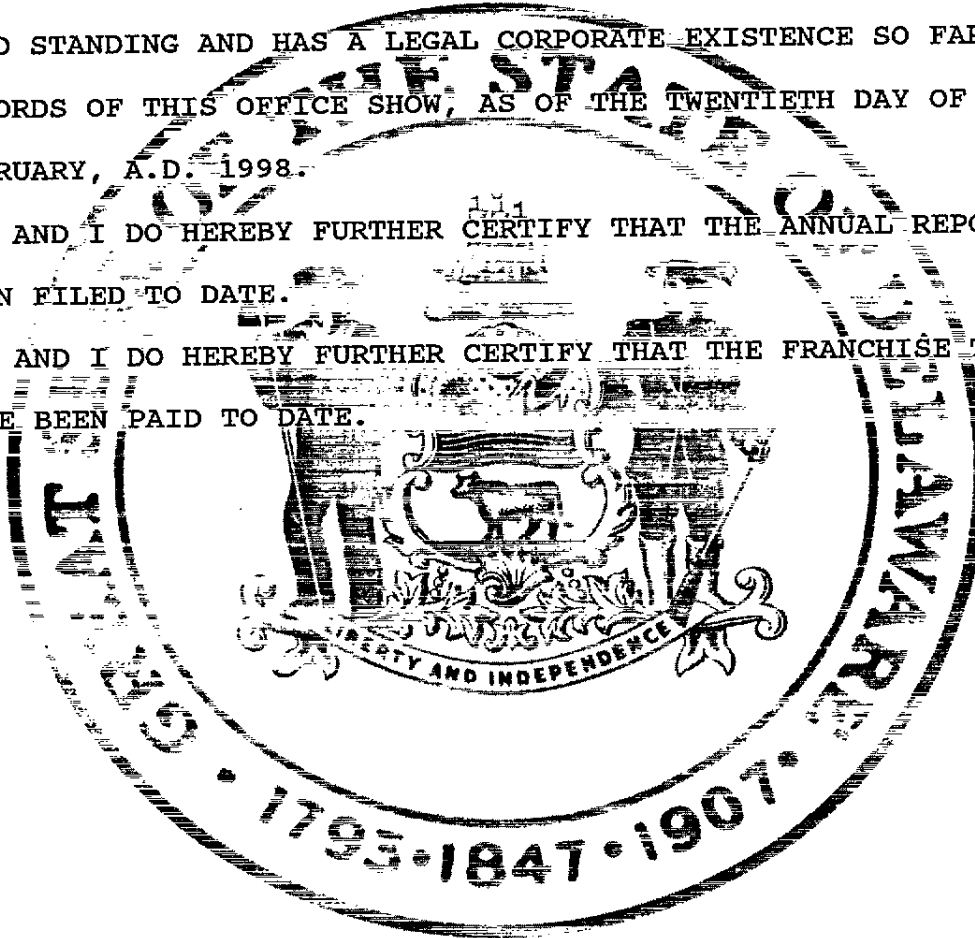
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASC NETWORK CORPORATION" 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 TWENTIETH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8931935

DATE:

02-20-98

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