

F 99000001063  
Document Number Only

CF Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002725085--6  
-12/29/98--01064--030  
\*\*\*1150.00 \*\*\*1150.00

500002725085--6  
-12/29/98--01064--031  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W98-29098

Select Medical Corporation

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC-1 Financing Statement
- UCC-3 Filing
- Certified Copy
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

99 JAN 19  
PHIP: OK  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

mtu  
2/as

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

Please Return Extra Copies  
File Stamped.  
Thank You!!

Hope

12/29

99 DEC 29 PM 12:10  
RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 29, 1998

CT SYSTEM  
ATTN: HOPE

SUBJECT: SELECT MEDICAL CORPORATION  
Ref. Number: W98000029098

We have received your document for SELECT MEDICAL CORPORATION and your check(s) totaling \$1220.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 398A00060863

99 JAN 19 PM 12:01  
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 19, 1999

CT SYSTEM  
ATTN: HOPE

SUBJECT: SELECT MEDICAL CORPORATION  
Ref. Number: W98000029098

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name SMC of Florida, Inc. is not available. Please use the enclosed resolution form to adopt an alternate name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

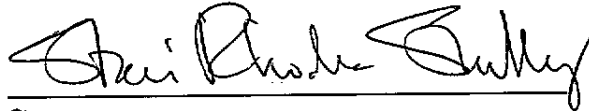
Letter Number: 699A00002500

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DIVISION OF CORPORATIONS  
99 JAN 19 PM 12:01

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Staci Rhodes Shelley, do hereby certify that this Resolution of the Board of Directors of Select Medical Corporation, a corporation duly organized and existing under the laws of the state of Delaware was duly adopted on December 31, 1998. Be it resolved, that Select Medical Corporation, organized and existing in the state of Delaware, hereby adopts the name SMC of Tampa, Inc. For use in Florida.

Dated: 12/31/98

  
Signature

Staci Rhodes Shelley, Vice President

INHS19 (4/96)

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DIVISION OF CORPORATIONS  
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# 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. Select Medical 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 3. 23-2872718  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
  
4. 12/10/96 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
  
6. May, 1997  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
  
7. c/o Legal Department Select Medical Corporation  
4718 Old Gettysburg Road, Mechanicsburg, PA 17055  
(Current mailing address)
  
8. Variety of Medical Businesses.  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**  

Name: CT Corporation System

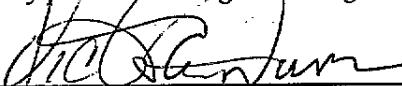
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

99 JAN 19 11 01 AM

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DIVISION OF CORPORATIONS

## 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.*

  
VICTOR A. DUVA  
Assistant Vice President  
(Registered agent's signature)

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: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Please See Exhibit A Attached Hereto

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Please see Exhibit B Attached Hereto.

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

14. Staci Rhodes Shelley, Vice President  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

EXHIBIT A

Ortenzio, Rocco A.  
Select Medical Corporation  
P.O. Box 2034  
4718 Old Gettysburg Road  
Mechanicsburg, PA 17055

Ortenzio, Robert A.  
Select Medical Corporation  
P.O. Box 2034  
4718 Old Gettysburg Road  
Mechanicsburg, PA 17055

Carson, Russell L.  
Welsh Carson Anderson & Stowe  
320 Park Avenue  
25<sup>th</sup> Floor  
New York, NY 10022

Cressey, Bryan C.  
Thoma Cressey Equity Partners  
Sears Tower, 44<sup>th</sup> Floor  
233 South Wacker Drive  
Chicago, IL 60606

Edwards, Donald J.  
GTCR Golder Rauner, LLC  
6100 Sears Tower  
Chicago, IL 60606-6402

Sorrel, Lawrence B.  
Welsh Carson Anderson & Stowe  
320 Park Avenue  
25<sup>th</sup> Floor  
New York, NY 10022

Zimmerman, LeRoy S.  
Eckert Seamans Cherin & Mellott  
213 Market Street  
P.O. Box 1248  
Harrisburg, PA 17108

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DIVISION OF CORPORATIONS

EXHIBIT B

Rocco A. Ortenzio - Chairman and CEO  
Robert A. Ortenzio - President, Chief Operating Officer and Assistant Secretary  
Dennis L. Lehman - Senior Vice President, Chief Financial Officer and Assistant Secretary  
Michael E. Tarvin - Vice President, General Counsel and Secretary  
S. Frank Fritsch - Vice President/Human Resources  
Scott A. Romberger - Vice President, Controller and Treasurer  
Kenneth L. Moore - Vice President/Mergers and Acquisitions  
James J. Talalai - Vice President/Information Systems  
David A. Jones - Vice President/Special Projects  
Staci Rhodes Shelley - Vice President and Senior Counsel  
Patricia A. Rice - Senior Vice President/Inpatient Operations  
Stevan B. Baird - Vice President of Finance/Inpatient Operations  
H. Lou Casteel - Vice President/Inpatient Operations  
Alice M. Proffit - Vice President of Marketing/Inpatient Operations  
LaDonna G.. Reading - Vice President/Inpatient Operations  
Gregory H. Sassman - Vice President of Development/Inpatient Operations

All the above are located at 4718 Old Gettysburg Road  
Mechanicsburg, PA 17055

John F. Egan - Senior Vice President/Outpatient Operations  
Edward J. Farina - Vice President/Outpatient Operations

The above located at 300 South Duncan Avenue - Ste 300  
Clearwater, FL 33755

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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
99 JAN 19 PM 12:02



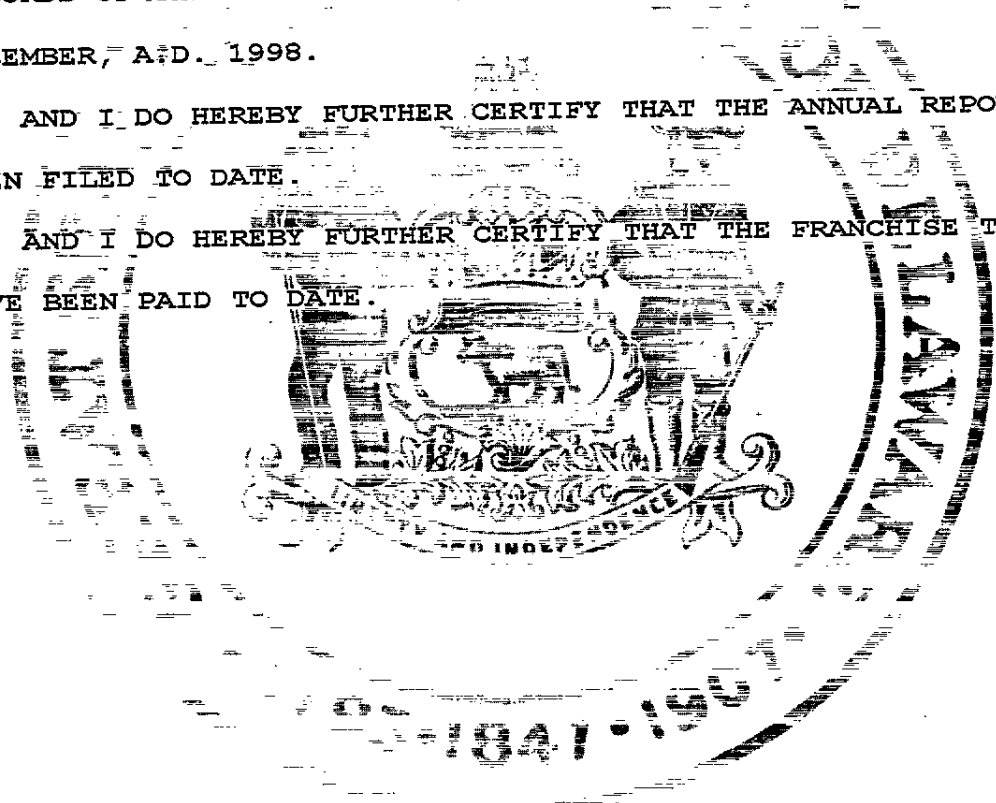
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SELECT MEDICAL 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 TWENTY-FOURTH DAY OF DECEMBER, 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.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 19 PM 12:02



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981500900

AUTHENTICATION: 9486794

DATE: 12-24-98