



THE UNITED STATES CORPORATION COMPANY

F99000002831

ACCOUNT NO. : 072100000032

REFERENCE : ~~258067~~ 9215A

AUTHORIZATION : *Katricia Pugh*

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1999

ORDER TIME : 12:38 PM

ORDER NO. : 258067-065

900002893019--7

CUSTOMER NO: 9215A

CUSTOMER: Robert A. Metry, Esq
National Rehab Partners Inc.
Suite 150
115 East Park Drive
Brentwood, TN 37027

FOREIGN FILINGS

NAME: NATIONAL REHAB PARTNERS, INC.

XXXX QUALIFICATION (TYPE: CO)

(6)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

TK
6/2/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -2 PM 2:47

RECEIVED
99 JUN -2 PM 1:51
DIVISION OF CORPORATIONS
MILLERS FALLS, MISSOURI

**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:

FILED STATE
SECRETARY OF CORPORATIONS
JUN -2 PM 2:47

1. NATIONAL REHAB PARTNERS, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 26, 1998 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. Suite 150, 115 East Park Drive
Brentwood, TN 37027
See Attached Rider 1
(Current mailing address)
8. _____
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Carol K. Dolor
(Registered agent's signature)
Carol K. Dolor, Assistant Vice President

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. _____

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

14. Robert A. Metry, Secretary

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -2 PM 2:47

RIDER 1

FL -Application for Certificate of Authority

NATIONAL REHAB PARTNERS, INC.

To furnish rehabilitation and rehabilitation management services to hospitals and health systems.

To engage in any act or activity for which corporations may be organized.

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

NATIONAL REHAB PARTNERS, INC.

List of Officers

Name: John Allan Hawes **Title:** President
Bus. Addr.: 115 East Park Drive, Ste 150, Brentwood, TN 37027

Name: Robert A. Metry **Title:** Secretary
Bus. Addr.: 115 East Park Drive, Ste. 150, Brentwood, TN 37027

Name: Richard A. Miles, II **Title:** Treasurer
Bus. Addr.: 115 East Park Drive, Ste. 150, Brentwood, TN 37027

List of Directors

Name: John Allan Hawes **Term:**
Bus. Addr.: 115 East Park Drive, Ste. 150, Brentwood, TN 37027

Name: William M. Sipes **Term:**
Bus. Addr.: 2003 Burntleaf Place, Greensboro, NC 27410

Name: Charles F. Daniel, Jr. **Term:**
Bus. Addr.: 208 N. Garnet Street, Ste. A, Henderson, NC 27536

Name: Samuel C. Yeager, Chairman **Term:**
Bus. Addr.: 115 Manning Drive, Ste. 201B, Huntsville, AL 35801

Name: Larry F. McFall **Term:**
Bus. Addr.: 104 East Park Drive, Bldg. 300, Brentwood, TN 37027

FILED STATE
SECRETARY OF CORPORATIONS
99 JUN -2 PM 2:47

State of Delaware
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -22 PM 2:47

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL REHAB PARTNERS, INC." 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-EIGHTH DAY OF MAY, A.D. 1999.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NATIONAL REHAB PARTNERS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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991215871

AUTHENTICATION:

DATE:

9775081

05-28-99