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June 4, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/06/02--01053--001
****155.00 ****155.00

BK

Dear Sir/Madam,

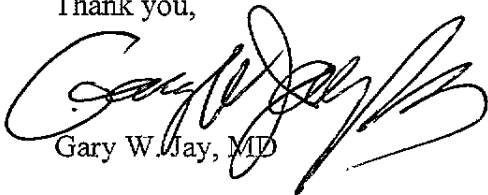
I have enclosed the Articles of Organization for NeuroRehab, LLC. I have also enclosed a check for \$155, for the filing fee and the certified copy fee.

Please send the information to me at

Gary W. Jay, MD
126 Bentree Circle
Lake Mary, FL 32746

If needed, I can be reached by phone at 407-687-3007.

Thank you,


Gary W. Jay, MD

FILED
02 JUN -6 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
NeuroRehab, LLC
(A Florida Limited Liability Company)**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization.

I. Name

The name of the limited liability company is NeuroRehab, LLC (the "Company").

II. Address

The mailing address of the Company is:

126 Bentree Circle
Lake Mary, FL 32746

(This is also the principal office address.)

III. Registered Agent and Address

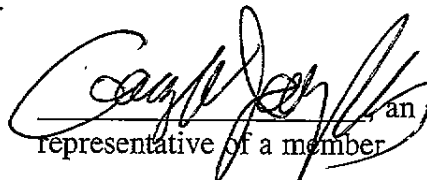
The name and street address of the Registered Agent for the Company are:

Gary W. Jay, MD
126 Bentree Circle
Lake Mary, FL 32746

IV. Management

The company shall be managed by managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this third day of June, 2002.


_____, an authorized
representative of a member

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02 JUN -6 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Paragraph III of the foregoing Articles of Organization as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

DATED, this Third day of June, 2002.

REGISTERED AGENT:

NeuroRehab, LLC.
a Florida corporation

By:

Gary W. Jay, MD

Agent and Authorized Signatory

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TALLAHASSEE, FLORIDA