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TALLAHASSEE, FLORIDA

6-21-04

STEPHEN A. HOULD
Attorney at Law, P.A.

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Neptune Beach, Florida 32266
E-Mail: syk9esq@aol.com

Telephone: (904) 247-1305 Facsimile: (904) 247-0295

June 14, 2004

Registration Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Rehabilitate Jacksonville, LLC

Gentlemen:

The enclosed Articles of Organization are submitted for filing. Also enclosed is my check in the amount of $155.00 to cover the filing fee, registered agent designation and a certified copy of the Articles. Please return the certified copy of the Articles and all correspondence concerning this matter to the undersigned.

Thank you for your assistance. Should you have any questions or advices regarding the enclosed, please contact my office at your first convenience.

Very truly yours,

Stephen A. Hould

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ARTICLES OF ORGANIZATION
OF
REHABILITATE JACKSONVILLE, LLC

ARTICLE I. NAME

The name of the limited liability company shall be Rehabilitate Jacksonville, LLC, and its mailing address and the street address of its principal office shall be 920 Third Street, Suite D, Neptune Beach, FL 32266. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. In general, to carry on any and all lawful business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only by unanimous consent of all existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members and as stated in the Regulations of the limited liability company.

On the resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE III. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 920 Third Street, Suite D, Neptune Beach, FL 32266, and the name of the company's initial registered agent at that address is Stephen A. Hould, Esquire.

The undersigned, being the authorized representative of the members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Rehabilitate Jacksonville, LLC.

Executed by the undersigned at Neptune Beach, Duval County, Florida, this 1[illegible]th day of June, 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHOENIX DEVELOPMENT ASSOCIATES, INC.

By: STEPHEN A. HOULD
Its: Attorney in Fact

ACCEPTANCE OF DESIGNATION

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Stephen A. Hould, Registered Agent

The foregoing instrument was acknowledged before me this 11th day of June, 2004, by Stephen A. Hould, on behalf of Rehabilitate Jacksonville, LLC, a limited liability company, who is personally known to me and who did not take an oath. .

(seal) Lois A. Bell
MY COMMISSION # DD179402 EXPIRES
March 28, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC, State of Florida

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