

M98 000 000 341

IN-HOUSE REHAB PARTNERS LLC

March 2, 1998

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002448161--5
-03/05/98--01055--002
****285.00 ****285.00

Dear Madam/Sir:

CM

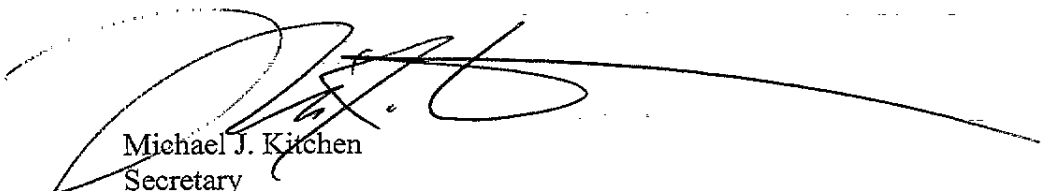
For the purpose of filing, enclosed please find the following documents on behalf of In-House Rehab Partners LLC:

~~100002448161~~ 5057

1. Application By Foreign Limited Liability Company For Authorization to Transact Business In Florida.
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
3. Certificate of Designation of Registered Agent/Registered Office.

In addition, per your instructions, I have enclosed a check made payable to the Florida Department of State in the amount of \$285.00 representing the fee for filing the above documents.

Thank you,


Michael J. Kitchen
Secretary

FILED
98 APR 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1998

IN-HOUSE REHAB PARTNERS, LLC
325 W. MAIN STREET, SUITE 1400B
LOUISVILLE, KY 40202

SUBJECT: IN-HOUSE REHAB PARTNERS , LLC
Ref. Number: W98000005067

FILED
98 APR 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for IN-HOUSE REHAB PARTNERS , LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 098A00012460

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. In-House Rehab Partners, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Kentucky

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 31-1548482

(FEI number, if applicable)

4. June 30, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. July 24, 1997

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 325 West Main Street, Suite 1400B

Louisville, Kentucky 40202

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Rebecca Krueger

MGR
~~XXXX~~

325 W. Main St., Ste. 1400B

Louisville, KY 40202

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

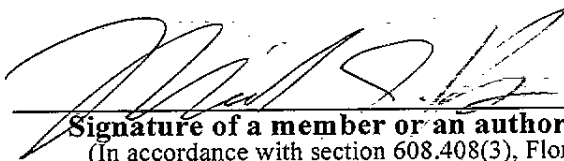
The undersigned member or authorized representative of a member of In-House Rehab
Partners, LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$3,333.38;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$3,333.38.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

FILED
98 APR 13 AM 10:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Michael J. Kitchen, Secretary, In-House Rehab, Inc.
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

In-House Rehab Partners, LLC

2. The name and the Florida street address of the registered agent and office are:

Laura More

(Name)

703 60th Street Court East, Suite C

Florida street address (P.O. Box **NOT** ACCEPTABLE)

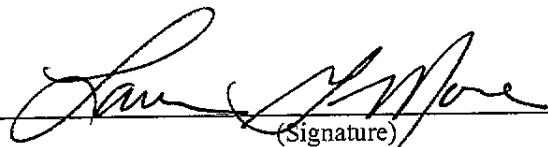
Bradenton

FL 34208

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent



John Y. Brown III
Secretary of State

Certificate of Existence

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

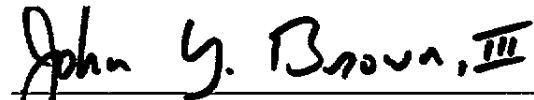
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

IN-HOUSE REHAB PARTNERS, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is June 30, 1997.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 24th day of February, 1998.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky