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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4003

FROM: PROSKAUER ROSE GOETZ & MENDELSOHN ACCT#: 074673001063
CONTACT: KATHY RASLER
PHONE: (561)995-4751 FAX #: (561)241-7145

NAME: OAKRIDGE REHABILITATION, LLC
AUDIT NUMBER.....H98000017253
DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY
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Boca Raton, Florida 33431
561-995-4704
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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. OAKRIDGE REHABILITATION, 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. DE
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied for
(FEI number, if applicable)

4. 8/19/98
(Date of Organization)

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

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

7. 5601 North Dixie Highway, Suite 411, Ft. Lauderdale, FL 33434
(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:
James J. Gulacek	MGRM		
5601 N. Dixie Hwy. Suite 411			
Ft. Lauderdale, FL 33334			
Rudy J. Noriega	MGRM		
5601 N. Dixie Hwy. Suite 411			
Ft. Lauderdale, FL 33334			
Gary C. Matzner	MGRM		
5601 N. Dixie Hwy. Suite 411			
Ft. Lauderdale, FL 33334			

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Cecilio M. Rodriguez MGRM

5601 N. Dixie Hwy. Suite 411

Ft. Lauderdale, FL 33334

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.)

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OAKRIDGE REHABILITATION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9302421

DATE: 09-15-98

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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:

OAKRIDGE REHABILITATION, LLC

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

Gary Matzner
(Name)

2400 S. Dixie Highway, Suite 200
Florida street address (P.O. Box NOT ACCEPTABLE)

Miami, FL 33126
City/State/Zip

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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

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of OAKRIDGE REHABILITATION, 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 $50,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is $-0-;
(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 $50,000.00

(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.)

Gary Matzner
Typed or printed name of signee

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Filing Fee: $250.00 for Application and Affidavit

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