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ACCOUNT NO. : 072100000032

REFERENCE : 563418 119496A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 25, 2000

ORDER TIME : 10:42 AM

ORDER NO. : 563418-005

CUSTOMER NO: 119496A

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-01/25/00--01011--022
*****78.75 *****78.75

CUSTOMER: Randy C. Golden, Esq
RANDY C. GOLDEN, ESQ
RANDY C. GOLDEN, ESQ
100 North Biscayne Boulevard
21st Floor
Miami, FL 33132

DOMESTIC FILING

NAME: FLEX REHAB SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 25 PM 1:23

RECEIVED
00 JAN 25 AM 11:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/125/00

EFFECTIVE DATE

01/24/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 JAN 25 PM 1:23

OF

Flex Rehab Services , Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME & PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

Flex Rehab Services , Inc.

The street address of the initial principal office of this corporation shall be 2873 Oakbrook Drive, Weston, Florida 33332.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States and the State of Florida, as well as such other states where it may be authorized to do business.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00, per share.

ARTICLE IV

REGISTERED OFFICE/REGISTERED AGENT

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., Suite 2100, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Randy C. Golden.

ARTICLE V

COMMENCEMENT DATE & TERM OF EXISTENCE

The existence of this corporation shall commence on January 24, 2000, and it is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have 1 (one) director, initially. The name and street address of the initial member of the Board of Directors is:

Edward A. Sholtis
2873 Oakbrook Drive
Weston, Florida 33332

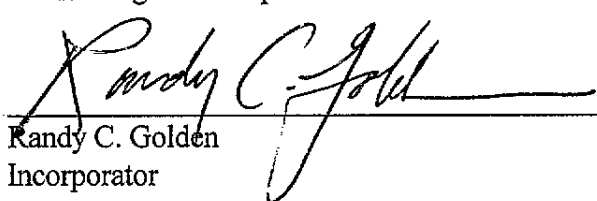
ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Randy C. Golden, Esq.
100 N. Biscayne Blvd.
Suite 2100- New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Randy C. Golden
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

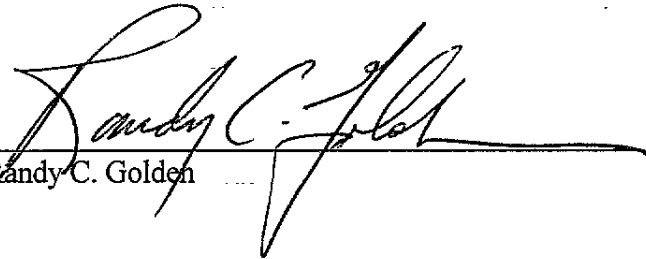
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Flex Rehab Services, Inc.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, RANDY C. GOLDEN, having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 24th day of January, 2000.


Randy C. Golden