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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MIAMI REHAB, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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PAGE 1

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LAZARUS CORPORATION

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ARTICLES OF INCORPORATION OF
MIAMI REHAB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Miami Rehab, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

Par Value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Richard D. Katz, 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

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ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and their street address is:

Jesus Del Rio, 5769 NW 7th Street, PMB 141, Miami, Florida 33126.

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

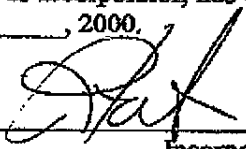
The name and street address of the person signing these Articles of Incorporation is:

Richard D. Katz, 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134.

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

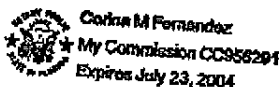
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on September 13, 2000.

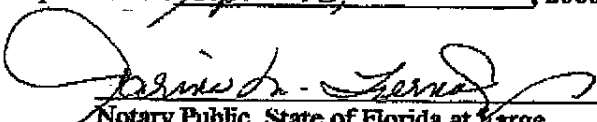

Incorporator

STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE ME, a Notary Public, personally appeared Richard D. Katz, () to me known to be the person described as Incorporator or (XX) who produced a Florida Driver's License as positive identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on Sept. 13, 2000.

(SEAL)




Notary Public, State of Florida at Large
My commission expires:

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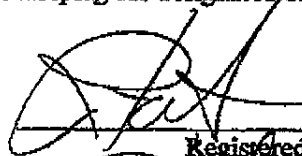
Certificate Designating Place of Business or Domicile for the Service of Process Within the State, Naming Agent upon Whom Process May Be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That Miami Rehab, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 5769 NW 7th Street, PMB 141, Miami, Florida 33126, has named Richard D. Katz at 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Registered Agent

By: 

Richard D. Katz

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TALLAHASSEE, FLORIDA

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