

P010000 47842

Delaware Professional Services Corporation

Tel. (518) 427-9953 *Elena* Fax (518) 432-0742

46 State Street, 5th Floor
Albany, NY 12207

1201 N. Orange St., Suite 762
Wilmington, DE 19801

May 7, 2001

Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee Fl. 32399

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-05/08/01--01033--006
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for

L P Management and Rehabilitation Corporation

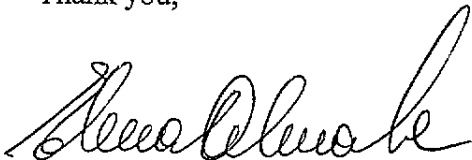
together with the check for the amount of \$78.75, to cover filing fee.

Please review the articles and if there are no additions or corrections to be made, kindly
them with your Department.

Also enclosed you will find a pre-paid UPS Letter envelope. Please return the prepared
documents in it.

If you have any questions do not hesitate to contact me at the number indicated below. I
appreciate your attention to this matter.

Thank you,



Elena Almonte

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

MAY 14 2001

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

L P Management and Rehabilitation Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

175 West Broadway
Oviedo, FL 32765

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

German Spivak
175 West Broadway
Oviedo, FL 32765

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: L P Management and Rehabilitation Corporation

2. The name and address of the registered agent and office is:

German Spivak

(NAME)

175 West Broadway

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Oviedo, Florida, 32765

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

X German Spivak
(SIGNATURE)

4/23/2001

(DATE)

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Alexander Almonte
1201 N. Orange St., Suite 762
Wilmington, DE 19801

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7th day of May, 2000.

A handwritten signature in cursive script, appearing to read 'Alex Almonte', is written over a horizontal line.

Signature

A solid horizontal line intended for a signature.

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.