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FILED  
02 JAN 22 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 758926 7293438

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 78.75

ORDER DATE : January 21, 2002

ORDER TIME : 10:08 AM

ORDER NO. : 758926-005

CUSTOMER NO: 7293438

CUSTOMER: James L. Nichols, Esq  
James Larry Nichols, P.A.

Suite 204  
8191 College Parkway  
Fort Myers, FL 33919

RECEIVED  
02 JAN 22 AM 8:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CORP OF FLORIDA, INC.

000004787550--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN JAN 22 2002

ARTICLES OF INCORPORATION

OF

CORF of Florida, Inc.

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TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME.

The name of this Corporation shall be CORF of Florida, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 9885 Mar Largo Circle, Fort Myers, Florida 33919.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with owning and operating Comprehensive Outpatient Rehabilitation Facilities, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

STUART D. DE JONG  
9885 Mar Largo Circle  
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

9885 Mar Largo Circle  
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

JAMES LARRY NICHOLS  
8191 College Parkway, Suite 204  
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.


The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have three (3) Directors, whose name and street address is as follows:

TODD M. PAHL  
33 Fox Point Court  
Ada, Michigan 49301

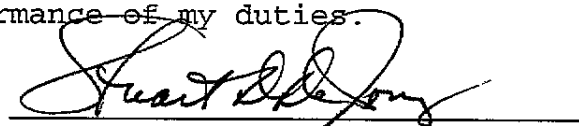
DAVID L. COBB  
7834 Strawberry Lane  
Belmont, Michigan 49306

STUART D. DE JONG  
9885 Mar Largo Circle  
Fort Myers, Florida 33919

THE UNDERSIGNED Incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of January, 2002.

  
JAMES LARRY NICHOLS  
Incorporator

Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
STUART D. DE JONG  
Registered Agent

DATE: 1-18-2002

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