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Reply to: Lady Lake

January 22, 2002

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

**RE: Request for Certification for Proposed Corporation
Marion Oaks Rehab, Inc.**

Gentlemen:

Please find enclosed this firm's check, in the amount of \$78.75, to cover the following fees charged by your office:

Filing Fee	\$35.00
Certification of Charter	\$ 8.75
Registered Agent Designation	\$35.00

We enclose an executed original and one copy of the Articles of Incorporation for this proposed corporation, with executed registered agent form thereon. Please endorse your approval on the copy, certify the same and return it to us.

Do not hesitate to contact me if you have any questions in regard to this matter.

Sincerely,


KEVIN A. SENTNER

KAS:kd1
Enclosures

ns. 3/29

**ARTICLES OF INCORPORATION
OF**

MARION OAKS REHAB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 22 AM 8:40

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is MARION OAKS REHAB, INC..

**ARTICLE II. PRINCIPAL OFFICE AND MAILING
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is 140 Tara Oaks Circle, Lady Lake, FL 32159.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 140 Tara Oaks Circle, Lady Lake, FL 32159, and the name of the initial registered agent of this corporation at that address is MAHER BESHAY.

ARTICLE V. INCORPORATOR

The name and address of the incorporator is MAHER BESHAY, 140 Tara Oaks Circle, Lady Lake, FL 32159.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any incorporator, director or officer to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE VII. EFFECTIVE DATE

The effective date of the corporation's existence shall be the date on which these Articles are filed with the Secretary of State of Florida.

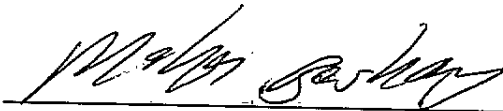
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 15, 2002.



MAHER BESHAY, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE ABOVE NAMED CORPORATION.



MAHER BESHAY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 22 AM 8:40