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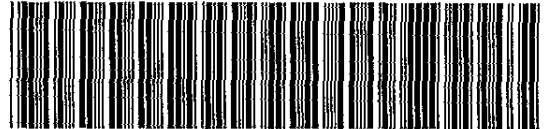
(Business Entity Name)

(Document Number)

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10/23/02--01015--005 \*\*78.75

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STATE  
RECORDS & CLERK

2544  
1002-30805

10/31/02



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

October 25, 2002

DAVID F. WILSEY, ESQUIRE  
275 FOURTH STREET NORTH  
ST. PETERSBURG, FL 33701-3205

SUBJECT: REHAB SPECIALISTS OF FLORIDA, INC.  
Ref. Number: W02000030805

We have received your document for REHAB SPECIALISTS OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 902A00058953

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CLERK OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
REHAB SPECIALISTS OF AMERICA, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be REHAB SPECIALISTS OF AMERICA, INC. and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$100.00.

ARTICLE V

The designated registered office of the corporation shall be 539 - 75<sup>th</sup> Avenue North, St. Petersburg, Florida 33702. The registered agent of the corporation shall be JOSEPH J. WADSWORTH, 539 - 75<sup>th</sup> Avenue North, St. Petersburg, Florida 33702. The principal office and mailing address of the corporation is 539 - 75<sup>th</sup> Avenue North, St. Petersburg, Florida 33702.

ARTICLE VI

The number of Directors of the corporation shall be one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

OFFICE

NAME

President, Secretary and Treasurer

JOSEPH J. WADSWORTH

ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

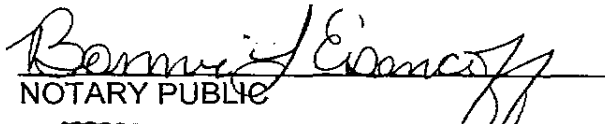
Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

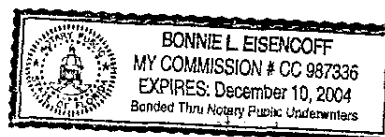
 (SEAL)  
JOSEPH J. WADSWORTH

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of October, 2002, by JOSEPH J. WADSWORTH, who is personally known to me, or who produced Florida Drivers License as identification.

  
NOTARY PUBLIC

NOTARY SEAL:



FILED

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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That REHAB SPECIALISTS OF AMERICA , INC. desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has named JOSEPH J. WADSWORTH as its agent to accept service of process within this State.

REHAB SPECIALISTS OF AMERICA , INC.

By:

  
JOSEPH J. WADSWORTH, President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provision of said Act relative to keeping open said office.

  
JOSEPH J. WADSWORTH