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Florida Department of State

Division of Corporations

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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

REHAB HOLDINGS CORP.

Certificate of Status	1
Certified Copy	0
Page Count	04
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2003 AUG -8 AM 8:35
TALLAHASSEE FLORIDA

8/11/03

ARTICLES OF INCORPORATION
OF
REHAB RX HOLDINGS CORP.

2003 AUG -8 AM 8:35

STATE OF FLORIDA
TALLAHASSEE FLORIDA

ARTICLE I - Name and Address

The name of this corporation is REHAB RX HOLDINGS CORP. The address of the corporation's principal office is: 21907 U.S. Highway 19 North, Clearwater, FL 33765-2342.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1993), as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This Corporation shall be authorized to issue two series of capital stock to be designated as Series A Common Stock ("Series A Common Stock") and Series B Common Stock ("Series B Common Stock"). The total number of shares of Series A Common Stock this Corporation shall have authority to issue is 25,000,000, \$.0001 per share, and the total number of shares of Series B Common Stock this Corporation shall have authority to issue is 75,000,000, \$.0001 per share.

Prepared by:

Michael T. Cronin, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 33756
Bar No. 0460841
(813) 461-1818

The holders of Series A Common Stock shall be entitled to one (1) vote for each share on all matters submitted to a vote, consent or approval of stockholders. The holders of Series B Common Stock shall have three (3) votes per share on all matters submitted to a vote, approval or consent of stockholders.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 911 CHESTNUT STREET, CLEARWATER, FL 33756, and the name of the initial registered agent of this corporation at that address is: MICHAEL T. CRONIN.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Michael T. Cronin	911 Chestnut Street Clearwater, FL 33756.

ARTICLE VII - Incorporator

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

<u>Name</u>	<u>Address</u>
Michael T. Cronin	911 Chestnut Street Clearwater, FL 33756.

ARTICLE VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

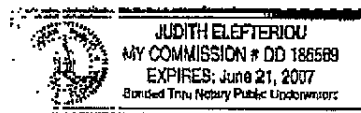
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of August, 2003.

Michael T. Cronin
Michael T. Cronin

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 7th day of August, 2003, by MICHAEL T. CRONIN, who is personally known to me.

Judith Eleftheriou
Notary Public
Print Name Judith Eleftheriou
My Commission Expires:

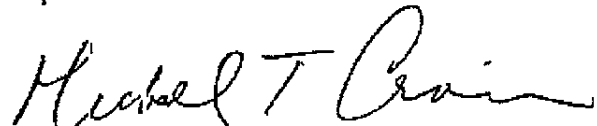


CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Section 48.091, Florida Statutes, REHAB RX HOLDINGS CORP., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL T. CRONIN, located at 911 CHESTNUT STREET, CLEARWATER, FL 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.



Michael T. Cronin

MTC/ej/298767

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CLERK OF STATE
TALLAHASSEE FLORIDA