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ALL-STATE REHAB CENTER INC.

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Amended And Restated Act

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August 27, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ALL-STATE REHAB CENTER INC.
4800 WEST FLAGLER ST., SUITE 212
MIAMI, FL 33134

SUBJECT: ALL-STATE REHAB CENTER INC.
REF: P05000104211

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and Shareholders pursuant to section 607.1007, Florida Statutes effective August 27, 2009. Each amendment set forth in this Amended and Restated Articles of Incorporation was approved by the shareholders by a vote of sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida Corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: ALL-STATE REHAB CENTER INC.

Old Name:

Article II. Address. The Corporation's mailing address is:

ALL-STATE REHAB CENTER INC.
4800 WEST FLAGLER STREET, SUITE 212
CORAL GABLES, FLORIDA 33134

Article III. Registered Agent. The name and address of the current registered agent on file with the Florida Department of State:

Juan C. Avila
4800 West Flagler Street, Suite 212
Coral Gables, Florida 33134

The Name and Street address of the Corporation's new registered agent is:

Estrella Perez
4481 SW 1 Street
Coral Gables, Florida 33134

Article IV. Officers. The Corporation's new officers are:

President/Director: Estrella Perez
Secretary/Director: Estrella Perez
Treasurer/Director: Estrella Perez
Vice President: Aurelio J. Garcia Pantoja

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Estrella Perez

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$10.00 per share.

Article VII. Corporate Existence. The Corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

Such change was authorized by Resolution duly adopted by its board of directors or by an officer so authorized by the board or by the corporation has been notified in writing of the change. The undersigned executed these Amended and Restated Articles of Incorporation on this date shown below.

ALL-STATE REHAB CENTER INC.

By: _____



Name: Juan C. Avila

Title: PRESIDENT

Date: August 27, 2009

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

ALL- STATE REHAB CENTER INC.

REGISTERED AGENT/OFFICE:

Estrella Perez
4800 West Flager Street
Suite 212
Coral Gables, Florida 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Date: August 27, 2009