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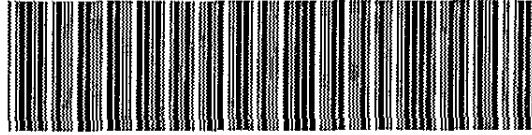
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**ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.**

ATTORNEYS AND COUNSELORS

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CHARLES J. BARTLETT  
WRITER'S DIRECT LINE  
(941) 953-8113

REPLY TO:  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

November 1, 2006

**VIA FEDERAL EXPRESS**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Rehabilitation Hospital of Sarasota, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and copy of Articles of Incorporation for the referenced corporation. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte  
Certified Legal Assistant to  
Charles J. Bartlett

Enclosures

ARTICLES OF INCORPORATION

OF

REHABILITATION HOSPITAL OF SARASOTA, INC.

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ARTICLE 1. - NAME

The name of the corporation is REHABILITATION HOSPITAL OF SARASOTA, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 3251 Proctor Road, Sarasota, FL 34231. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 4901-A Creekside Drive, Clearwater, FL 33760. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett, Esquire.

ARTICLE 7. - 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 by the Bylaws, but shall never be less than one. The name

and address of the initial director of this corporation is:

William G. Buckles, Jr.  
4901-A Creekside Drive  
Clearwater, FL 33760

#### ARTICLE 8. - INITIAL OFFICER

This corporation shall have one (1) officer initially. The number of officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial officer of this corporation is:

Chief Executive Officer/President: William G. Buckles, Jr.  
4901-A Creekside Drive  
Clearwater, FL 33760

#### ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

Charles J. Bartlett  
2033 Main Street, Suite 600  
Sarasota, FL 34237

#### ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

#### ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against

any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE 12. - AMENDMENT

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

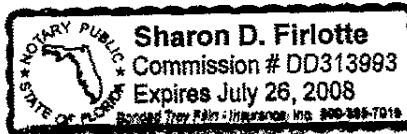
The undersigned Incorporator has executed these Articles of Incorporation on the 15<sup>th</sup> day of November, 2006.

  
\_\_\_\_\_  
CHARLES J. BARTLETT

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of November, 2006 by CHARLES J. BARTLETT, who is personally known to me or who has produced N/A as identification and who did take an oath.

  
\_\_\_\_\_  
Signature of Notary



Sharon D. Firlotte  
Name of Notary (typed or printed)


Notary Public, State of ~~Tennessee~~ Florida  
Serial Number DD313993

My Commission Expires:

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
REHABILITATION HOSPITAL OF SARASOTA, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Date: November 15, 2006.

  
CHARLES J. BARTLETT, ESQUIRE  
Registered Agent

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