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CORPORATE CREATIONS

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Date: Monday, January 9, 1995

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FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST MAIN STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS ENTERPRISES, INC.
4521 PMA BLVD., S-211

PALM BEACH GARDENS FL 33410-0000

(CONTACT: FRANK A RODRIGUEZ

FAX: (904) 922-4000

PHONE: (407) 694-1107

FAX: (407) 694-1639

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUBACUTE CARE ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000000262

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/09/1995

TIME REQUESTED: 10:18:32

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CERTIFICATE OF STATUS: 1

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Articles of Incorporation
of
SubAcute Care Associates, Inc.

Article I. Name

The name of this Florida corporation is:

SubAcute Care Associates, Inc.

Article II. Address

The mailing address of the Corporation is:

SubAcute Care Associates, Inc.
4302 Alton Road, Suite 830
Miami Beach, FL 33140

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation 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 law.

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Corporate Creations Enterprises Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 684-8107

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

Robert Furlong, M.D.
Morris Funk
Peter M. Kramer

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 9, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on January 9, 1995.

Corporate Creations Enterprises Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez, President

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Corporate Creations Enterprises Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
SubAcute Care Associates, Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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.

Corporate Creations Enterprises Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez, President

Date: January 9, 1995

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Corporate Creations Enterprises Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 694-8107