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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 FEB 24 AM 28

FILED

February 23, 1995

File No. 16869.0001

VIA UPS NEXT DAY AIR

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

7000001414947
-02/24/95--01072--014
****122.50 ****122.50

Re: Senior Rehabilitation Specialist, Inc.
Mobile and Medical Assets, Inc.
Articles of Incorporation
Certificate of Designation of Registered Agent
and Registered Office

Dear Sir/Adam:

I have enclosed the original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for Senior Rehabilitation Specialist, Inc. and Mobile and Medical Assets, Inc. I have also enclosed two (2) checks each made payable to the Secretary of State in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50) each in payment for the following:

- | | |
|--|-----------------|
| 1. Certificate of Incorporation filing fee | \$ 35.00 |
| 2. Certificate of Incorporation certified copy | 52.50 |
| 3. Registered Agent's fee | 35.00 |
| | <u>\$122.50</u> |

Please return one (1) certified copy for both companies to our office in the enclosed self-addressed stamped envelope.

1962.27

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-9792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

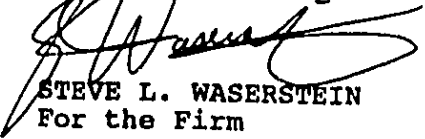
The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 632-3300
Telecopy (407) 655-1109

900 East Ocean Blvd.
Suite 120
Stuart, Florida 34904
(407) 283-3000
Telecopy (407) 283-0622

Secretary of State
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If you have any questions, please do not hesitate to contact us.

Sincerely yours,



STEVE L. WASERSTEIN
For the Firm

SLW/jp

Enclosure

cc: Denise Mendoza

BROAD and CASSEL

ARTICLES OF INCORPORATION

OF

SENIOR REHABILITATION SPECIALIST, INC.

FILED
95 FEB 24 AM 9 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be SENIOR REHABILITATION SPECIALIST, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 328 Crandon Boulevard, Suite 204, Key Biscayne, Florida 33149.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Gabriel L. Imperato, Esq.
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VII

DIRECTORS

- A. Each member of the Board of Directors shall be at least eighteen (18) years of age.
- B. The corporation shall have one (1) director initially and the number of directors may be increased or decreased pursuant to the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Denise K. Ullerup	328 Crandon Boulevard Suite 204 Key Biscayne, FL 33149

ARTICLE IX
INCORPORATOR

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

Denise K. Ullerup
328 Crandon Boulevard
Suite 204
Key Biscayne, FL 33149

ARTICLE X
AMENDMENT

The Board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under §607.1002 of the Florida Business Corporation Act.

ARTICLE XI
SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE XII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived

by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day of February, 1995.

Denise K. Ullerup
Denise K. Ullerup, Incorporator

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 22 day of February, 1995, by Denise K. Ullerup, who is personally known to me or who has produced personally known as identification and who did (did not) take an oath.

[Signature]
SIGNATURE OF NOTARY

Yanin Mesa Benavides
PRINTED NAME OF NOTARY

YANIN MESA BENAVIDES
Notary Public, State of Florida
My Comm. expires Sept 30, 1997
No. CC320075
COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **SENIOR REHABILITATION SPECIALIST, INC.**

2. The name and address of the registered agent and office is:

Gabriel L. Imperato
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

By: *Denise K. Ullerup*
Denise K. Ullerup, Incorporator

Dated this 22 day of February 1995.

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Gabriel L. Imperato
Gabriel L. Imperato, Esq.

Dated this 22nd day of February, 1995

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95 FEB 24 PM 9 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA