

1201 HAYS STREET

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TALLAHASSEE, FL 32301

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networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000052

REFERENCE: 598112 2208B

AUTHORIZATION:

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : May 12, 1995

ORDER TIME : 10:19 AM

800001486208

ORDER NO. : 598112

CUSTOMER NO: 2208B

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: THE REHAB & THERAPY CENTER OF
PORT ST. LUCIE, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

EXAMINER'S INITIALS:

T. BROWN

MAY 15 1995

FILED
95 MAY 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~95 10203~~

413



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE REHAB & THERAPY CENTER OF PORT ST. LUCIE, INC.
Ref. Number: W95000010203

We have received your document for THE REHAB & THERAPY CENTER OF PORT ST. LUCIE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 695A00024590

ARTICLES OF INCORPORATION
OF
THE REHAB & THERAPY CENTER OF PORT ST. LUCIE, INC.

FILED
95 MAY 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is The Rehab & Therapy Center of Port St. Lucie, Inc. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 4760 West Atlantic Avenue, Delray Beach, Florida 33445.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation SERVICE COMPANY, 1201 Hays Street, Tallahassee, Florida 32301. The name of the

initial registered agent at such address is Corporation
Information Services, Inc.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.
The number of directors may be increased or diminished from time
to time in the manner provided in the By-Laws but shall never be
less than one (1). The name of the initial director of this
Corporation is H. Norman St. Onge.

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted
by the initial director of this Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or
director, or any former officer or director, to the full extent
permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these
Articles of Incorporation is Kathy J. Tayon, Esq., McDermott,
Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami,
Florida 33131.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11th day of May, 1995.



Kathy J. Tayon
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS ____ DAY OF MAY, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
MAY 12 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) SS:

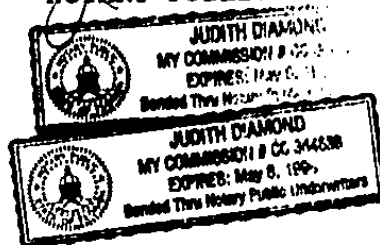
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Kathy J. Tayon, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of The Rehab & Therapy Center of Port St. Lucia, Inc., a Florida corporation, and he acknowledged before me that she executed those Articles of Incorporation. She is personally known to me or has produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of May, 1995.

Judith Diamond
NOTARY PUBLIC

My Commission expires:



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