

120 HAYS STREET
TALLAHASSEE, FL 32301
904 777-9100
904 777-0000 FAX

800 342-8086



Handwritten: PB000044404
Stamp: JUN 6 1995 11:30 AM
Stamp: TALLAHASSEE, FL 32301

ACCOUNT NO. : 072100000012

REFERENCE : 012216 6186A

AUTHORIZATION : *Patricia Pajack*

COST LIMIT : \$ 12,500

ORDER DATE : June 3, 1995

ORDER TIME : 11:11 AM

ORDER NO. : 012216

CUSTOMER NO: 6186A

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & CEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

JUN 6 1995 BSB

NAME: SUB ACUTE MANAGEMENT SERVICES,
INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
JUN 9 1995 PM 3:45
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
of
SUB-ACUTE MANAGEMENT SERVICES, INC.

FILED
25 JUN - 9 PM 3:45

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is SUB-ACUTE MANAGEMENT SERVICES, INC. (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is:

7220 N.W. 36th Street
Suite 407
Miami, Florida 33166

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$1.00 per share.

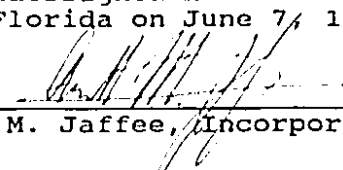
ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be: A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Arnold M. Jaffee, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in Miami, Florida on June 7, 1995.



Arnold M. Jaffee, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

SUB-ACUTE MANAGEMENT SERVICES, INC.

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

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of SUB-ACUTE MANAGEMENT SERVICES, INC., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: June 7, 1995

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: _____

Arnold M. Jaffee,
Vice President