

01/24/99 22:00

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**P95000072605**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-000000  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0686  
FAX: (305) 672-9110

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: THERAPEUTIC REHABILITATION SERVICES INC.  
FAX AUDIT NUMBER: H95000010485  
DATE REQUESTED: 09/19/1995  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 4  
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TIME REQUESTED: 15:58:49  
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ACCOUNT NUMBER: 073171003004

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TALLAHASSEE, FLORIDA

9/20

RECEIVED  
SEP 20 1995  
FAX

H95000010485

Articles of Incorporation  
of  
Therapeutic Rehabilitation Services Inc.

Article I. Name

The name of this Florida corporation is:  
Therapeutic Rehabilitation Services Inc.

Article II. Address

The mailing address of the Corporation is:  
Therapeutic Rehabilitation Services Inc.  
8910 Miramar Parkway, Suite 309  
Miramar FL 33025

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 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 Bylaws of the Corporation.

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Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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TALLAHASSEE, FLORIDA

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

Antoinette R. Collalto

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of September 19, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on September 19, 1995

Corporate Creations International Inc.

By:

  
Luis A. Uriarte, Vice President

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0886

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

**CORPORATION:**

Therapeutic Rehabilitation Services Inc.

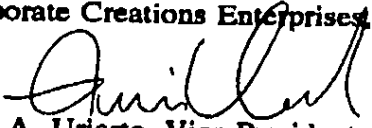
**REGISTERED AGENT:**

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

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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:   
Luis A. Uriarte, Vice President

Date: September 19, 1995

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0886

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9/26/95 FLORIDA DIVISION OF CORPORATIONS 3:00 PM  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN  
DEPARTMENT OF STATE 401 OCEAN DR  
STATE OF FLORIDA SUITE 312  
400 EAST GAINES STREET MIAMI BEACH FL 33139-0000  
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIQUEZ  
FAX: (904) 922-4000 PHONE: (305) 672-0686  
FAX: (305) 672-9110  
DOCUMENT TYPE: BASIC AMENDMENT  
NAME: THERAPEUTIC REHABILITATION SERVICES INC.  
FAX AUDIT NUMBER: H95000010748 CURRENT STATUS: REQUESTED  
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*Ch. 192 amendments  
filing*

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1995 SEP 27 PM 1:45  
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TALLAHASSEE, FLORIDA

RECEIVED  
SEP 27 AM 8:21  
CORPORATION DIVISION

H95000010748

Articles of Amendment  
to the Articles of Incorporation of  
Therapeutic Rehabilitation Services Inc.

Article I. Name

The name of this Florida corporation is Therapeutic Rehabilitation Services Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the following text is added at the end of Article III:

The Corporation elects to have preemptive rights.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the September 26, 1995.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was approved by the shareholders by a vote sufficient for approval of the amendment. Pursuant to F.S. 607.1003(6), the shareholders approved the amendment set forth in these Articles of Amendment without an act of the directors.

The undersigned representative of the Corporation executed these Articles of Amendment on the 26 day of September 1995.

Therapeutic Rehabilitation Services Inc.

By:

John L. Rodriguez, as attorney-in-fact

Name:

Antoinette R. Colla/fo

Title:

Chairman of the Board