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Law Office of
Roger L. Berry
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101 North Causeway
New Smyrna Beach, Florida 32109

Tomoka State Bank Building

Telephone
(904) 427-1869

February 8, 1996

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-02/13/96--01109--001
***122.50 ***122.50

Office of the Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32301

RE: **Cypress Rehabilitation Center, Inc.**

Dear Sir:

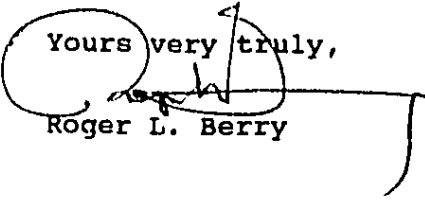
Attached are the original and one copy of Articles of Incorporation for the above with my check for \$122.50 representing:

Filing fees	\$35.00
Certified Copy	52.50
Resident agent designation	35.00

Please return the certified copy to my office after filing.

Thank you.

Yours very truly,


Roger L. Berry

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Enclosures

*called Joann
to correct typists
for RA add.*

TALLAHASSEE, FLORIDA

56 FEB 13 AM 10:45

FILED

SN FEB 16 1996

ARTICLES OF INCORPORATION
OF
CYPRESS REHABILITATION CENTER, INC. TALLAHASSEE, FLORIDA

FILED
96 FEB 13 AM 10:45

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, certify:

ARTICLE I

NAME

The name of this corporation is **CYPRESS REHABILITATION CENTER, INC.**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

ADDRESS PRINCIPAL OFFICE

The address of the principal office is 612 Palmetto Street, New Smyrna Beach, FL 32168, and the mailing address is the same.

ARTICLE IV

PURPOSE

The general purpose and objective of this corporation is the performing of all facets of physical therapy and rehabilitation and the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V

CAPITAL STOCK

The capital stock of this corporation shall be divided into

Seventy-five hundred (7500) shares of common stock with par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the registered office of this corporation is 612 Palmetto Street, New Smyrna Beach, FL 32168 and the name of the initial registered agent of this corporation at that address is Kristen Nagrani.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

Directors constituting the initial Board of Directors shall be:

Kristen Nagrani
612 Palmetto Street
New Smyrna Beach, FL 32168

ARTICLE VIII

INITIAL OFFICERS

The initial officers of this corporation shall be:

President	-	Kishin Nagrani
Vice President	-	Kristen Nagrani
Secretary-Treasurer	-	Kristen Nagrani

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is:

Kristen Nagrani
612 Palmetto Street
New Smyrna Beach, FL 32168

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has hereunto set her hand and seal this 8th day of February, 1996.

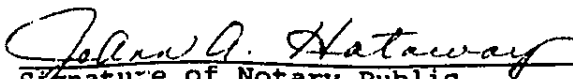


KRISTEN NAGRANI

STATE OF FLORIDA
COUNTY OF VOLUSIA

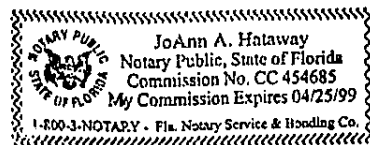
I HEREBY CERTIFY that on this day personally appeared before, the undersigned authority, **KRISTEN NAGRANI**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of **CYPRESS REHABILITATION CENTER, INC.**, and who acknowledged before me that she executed the same as her free act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and seal this 8th day of February, 1996.



Signature of Notary Public
JoAnn A. Hataway

Printed or typed name of Notary
Notary Public-State of Florida
Commission # CC 454685
My Commission Expires: 04/25/99



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST, that **CYPRESS REHABILITATION CENTER, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 612 Palmetto Street, New Smyrna Beach, Florida 32168, has named Kristen Nagrani, located at 612 Palmetto Street, New Smyrna Beach, FL 32168, as its agent to accept service of process within Florida.

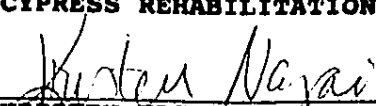
Dated: February 8, 1996


Incorporator-**KRISTEN NAGRANI**

Having been named to accept service of process for the above named 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 performance of my duties.

CYPRESS REHABILITATION CENTER, INC.

By:


KRISTEN NAGRANI, Secretary-Treasurer
Registered Agent

TALLAHASSEE, FLORIDA

03 FEB 13 AM 10:45

FILED