

P96000017644

ROBERT A. KRAMER, P.A.
ATTORNEY AT LAW

310 SOUTH BAYLEN STREET, SUITE 500
PENSACOLA, FLORIDA 32501

Robert A. Kramer
BOARD CERTIFIED TAX ATTORNEY
ALSO ADMITTED - DISTRICT OF COLUMBIA

TELEPHONE: (904) 438-4840
FAX: (904) 438-0710

February 22, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Delta South Carolina, Inc.

Dear Sir or Madam:

4000001724144
-02/25/96--01067--005
****122.50 ****122.50

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing Articles of Incorporation	\$ 70.00
Certified copy of Articles of Incorporation	<u>52.50</u>
Total	\$122.50

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,

Robert A. Kramer

Robert A. Kramer, P.A.

RAK/sm

Enclosures

DMC
2-26-96

FILED
96 FEB 26 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 FEB 26 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

DELTA SOUTH CAROLINA, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name. The name of the Corporation shall be:

DELTA SOUTH CAROLINA, INC. ("Corporation").

Article II. Principal Office. The initial principal place of business and mailing address of this Corporation shall be: 600 South Barracks Street, Suite 210, Pensacola, Florida 32501.

Article III. Capital Stock. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share.

Article IV. Address of Registered Office and Name of Registered Agent. The street address of the initial registered office of this Corporation in the State of Florida is 600 South Barracks Street, Suite 210, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be Scott J. Bell.

Article V. Directors. The names and street addresses of the initial directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

Mr. W. Edward Trehern
2957 Market Street
Pascagoula, MS 39567

Mr. Roy C. Williams
711 Delmas Avenue
Pascagoula, MS 39567

Mr. Scott J. Bell
600 South Barracks St., Suite 210
Pensacola, Florida 32501

Mr. Gerald St. Pe'
1000 Litton Access Road
Pascagoula, MS 39567

Mr. J. L. Holloway
2372 Highway 80, West
Jackson, MS 39204

Mr. John J. Tolan, Jr.
600 South Barracks St., Suite 210
Pensacola, Florida 32501

Mr. Dana R. Foster
600 South Barracks St., Suite 210
Pensacola, Florida 32501

Article VI. Incorporator. The name and street address of the person signing the Articles of Incorporation is:

Scott J. Bell
600 South Barracks Street, Suite 210
Pensacola, Florida 32501

Article VII. Term of Existence. The Corporation shall have perpetual existence.


The undersigned incorporator has executed these Article of Incorporation this 22nd day of February, 1996.



Scott J. Bell, Sole Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR DELTA SOUTH CAROLINA, INC., A FLORIDA CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Scott J. Bell

Dated: February 22, 1996

ROBERT A. KRAMER, P.A.
ATTORNEY AT LAW

310 SOUTH DAYLEN STREET, SUITE 500
PENSACOLA, FLORIDA 32501

Robert A. Kramer
BOARD CERTIFIED TAX ATTORNEY
ALSO ADMITTED - DISTRICT OF COLUMBIA

TELEPHONE: (904) 430-4049
FAX: (904) 430-0710

P96000017644
March 27, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

400002129024--B
-03/31/97--01155--008
*****35.00 *****35.00

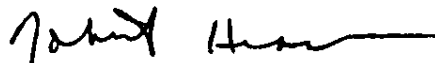
Re: Delta South Carolina, Inc. n/k/a Delta Rehab Group, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Amendment to the Articles of Incorporation of Delta South Carolina, Inc. Also enclosed is my firm's check in the amount of \$35.00 which represents the fee for filing same.

Please telephone me if there is any reason why the Articles of Amendment will not be filed immediately.

Sincerely,



Robert A. Kramer, P.A.

RAK/sm

Enclosures

cc: Scott J. Bell, President
Delta Rehab Group, Inc.

FILED
97 MAR 31 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Kramer authorized
to add date of adoption
by shareholders.*

Name change

*NET
4-7-97*

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DELTA SOUTH CAROLINA, INC.**

FILED
97 MAR 31 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of **DELTA SOUTH CAROLINA, INC.**, a Florida corporation, filed with the Department of State on February 26, 1996 and effective as of February 26, 1996, Charter Number P96000017644, ("Corporation") be, and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

DELTA REHAB GROUP, INC.

The foregoing amendments were adopted by a unanimous written consent of the Directors and of all of the shareholders of Delta South Carolina, Inc., on March 29, 1997 Effective March 31, 1997.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary of this Corporation, has executed these Articles of Amendment as of this 21st day of March, 1997.



SCOTT J. BELL, President

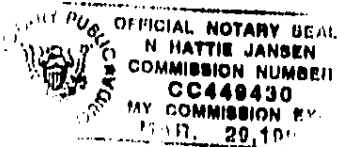


DANA R. FOSTER, Corporate Secretary

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

ss.

The foregoing instrument was acknowledged before me this 21st day of March, 1997 by Scott J. Bell, President of **DELTA SOUTH CAROLINA, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



H. Hattie Jansen
Notary Public

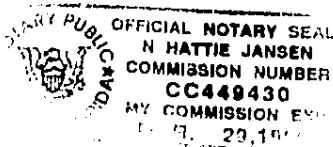
N. HATTIE JANSEN
Name of Notary typed or printed

My Commission Expires: 3/29/99

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

ss.

The foregoing instrument was acknowledged before me this 21st day of March, 1997 by Dana R. Foster, Corporate Secretary of **DELTA SOUTH CAROLINA, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



H. Hattie Jansen
Notary Public

N. HATTIE JANSEN
Name of Notary typed or printed

My Commission Expires: 3/29/99