

P96000036983

Michael A. Shapiro

Law Offices

Irwin S. Glus
Robert Dixon
Of Counsel

April 23, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 25 1996

Re: **Total Care Rehab Center, Inc.**

Gentleperson(s):

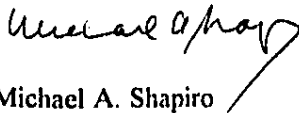
Enclosed please find Articles of Incorporation of Total Care Rehab Center, Inc., in duplicate.

Please file the enclosed and return one certified copy of same to the undersigned in the pre-paid Federal Express envelope enclosed.

Our check in the sum of \$122.50 is enclosed as your fee for this service.

Thank you very much for your prompt attention to the foregoing.

Sincerely yours,


Michael A. Shapiro

cb
Enclosures
Copy to: Amaro M. Exposito, D.C.

FILED
96 APR 25 PM 3 59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA


SAS
4/30/96

**ARTICLES OF INCORPORATION
OF
TOTAL CARE REHAB CENTER, INC.**

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RECEIVED
CLERK OF THE COURT
DADE COUNTY, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is TOTAL CARE REHAB CENTER, INC. Principal office is: 1255 West 46th Street, Suite 17, Hialeah, Florida 33012.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Amaro M. Exposito
1255 West 46th Street, Suite 17
Miami, Florida 33012

ARTICLE VII - BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Amaro M. Exposito
1255 West 46th Street, Suite 17
Miami, Florida 33012

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other officers as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Amaro M. Exposito
1255 West 46th Street, Suite 17
Miami, Florida 33012

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Amaro M. Exposito- President and Secretary

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of April, 1996.


AMARO M. EXPOSITO

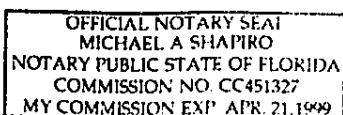
STATE OF FLORIDA
COUNTY OF DAD E

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared AMARO M. EXPOSITO, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of April, 1996.

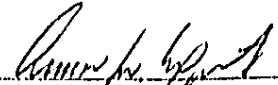

NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.033 and 607.037 of the Florida Statutes.



AMARO M. EXPOSITO

DATED: April 23, 1996

FILED
96 APR 25 AM 9:59
TALLAHASSEE, FLORIDA

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7/9/96

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

We would like to inform you of our new address
effective immediately.

Our new physical and mailing address is:

Total Care & Rehab Center Inc Fed ID No: 65-0667677
8498 SW 8 Street
Miami, FL 33144

The document number of this corporation is
P96000036983.

Thank you for your attention to this matter.

Yours

[Signature]
Amaro Exposito
President
Total Care & Rehab Center Inc

ymtm

7-16-96