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5/16/96

FLORIDA DIVISION OF CORPORATIONS

10:34 AM

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL INC
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-000018-0000

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CONTACT: JOSEPHY C RODRIGUEZ
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: REHAB AMERICA INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H96000006928

TIME REQUESTED: 10:34:12

DATE REQUESTED: 05/16/1996

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CERTIFICATE OF STATUS: 1

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DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Residential Rehab Inc.**

Article I. Name

The name of this Florida corporation is:
Residential Rehab Inc.

5/16/94

Article II. Address

The mailing address of the Corporation is:
Residential Rehab Inc.
P.O. Box 10656
Riviera Beach FL 33419

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:

Todd W. Dry
1040 Gulfstream Way
Singer Island FL 33404

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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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:

Todd W. Dry
Nita G. Dry

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 May 16, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on May 15, 1996

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata Vice President

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(305) 672-0686

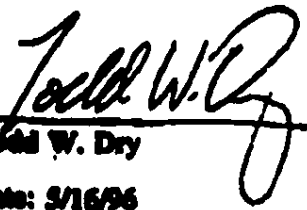
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Residential Rehab Inc.

REGISTERED AGENT:
Todd W. Dry
1040 Gulfstream Way
Singer Island FL 33404

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.



Todd W. Dry
Date: 5/16/96

Corporate Creations International Inc.
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