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6866 WEST FLAGLER STREET  
MIAMI, FLORIDA  
33144

May 17, 1996

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Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

RE: NATION'S REHAB, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the undersigned by Federal Express.

Your prompt attention to this matter would be appreciated.

Very truly yours,,

*James Fiorica*  
James Fiorica

Encls.

FILED  
MAY 20 AM 10:20  
TALLAHASSEE, FLORIDA

D. BROWN MAY 28 1996

ARTICLES OF INCORPORATION

FILED  
96 MAY 20 AM 10:20  
STATE  
MILWAUKEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is:  
NATION'S REHAB, INC.
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. Capital Stock. The corporation is authorized to issue one hundred (100) shares, all of one class, at no par value.
5. Initial Registered Office, and Agent. The name and street address of the initial registered agent, and office of this corporation is as follows:  
HUGO R. CABRERA  
5858 W. Flagler St.  
Miami, FL 33144
6. Principal Office/Mailing Address. The principal office of the corporation is: 5858 W. Flagler St.  
Miami, FL 33144

The mailing address of the corporation is:

5858 W. Flagler ST.  
Miami, FL 33144

7. Initial Board of Directors. This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three.

The names and addresses of the initial Directors are:

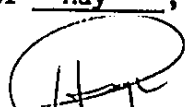
HUGO R. CABRERA 333 S. Royal Poinciana #215 Miami Springs, FL 33166	RENE D. DE LAMAR 1310 Coral Way Coral Gables, FL 33134	ANTONIO MUNNET 7437 S.W. 23 ST. Miami, FL 33155
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8. Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

HUGO R. CABRERA 333 S. Royal Poinciana #215 Miami Springs, FL 33166	RENE D. DE LAMAR 1310 Coral Way Coral Gables, FL 33134	ANTONIO MUNNET 7437 S.W. 23 ST. Miami, FL 33155
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9. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 17th day of May, 1996.

  
HUGO R. CABRERA  
Incorporator

  
RENE D. DE LAMAR  
Incorporator

  
ANTONIO MUNNET  
Incorporator

Having been named as registered agent for the above stated Corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.

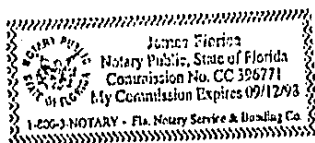
  
HUGO R. CABRERA  
Resident Agent

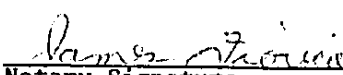
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17th day of May, 1996, by HUGO R. CABRERA, RENE D. DE LAMAR, and ANTONIO MUNNET, who are personally known to me or who have produced (FL DL) 9166-336-46-405

(FL DL) 4560-724-21-261 (FL DL) 4530-001-68-405

as identification and who did/did not take an oath.



  
Notary Signature

JAMES FLORICA

Printed Notary Signature