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SECRETARY OF STATE
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June 27, 1996

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300001885843
-07/08/96--01029--004
*****70.00 *****70.00

Re: **ACTIVCARE REHAB SERVICES, INC.**

To Whom It May Concern:

Enclosed herein please find original and copy of Articles of Incorporation for **ACTIVCARE REHAB SERVICES, INC.** for filing. Also enclosed is my check in the amount of \$70.00 to cover costs. I would request that you please return the enclosed copy of Articles to me indicating the date of filing.

Your prompt attention to this matter is appreciated.

Very truly yours,

ROXANNE BARTZ
Legal Assistant

7-10-96

**ARTICLES OF INCORPORATION
OF
ACTIVCARE REHAB SERVICES, INC.**

96 JUL -5 PM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is **ACTIVCARE REHAB SERVICES, INC.**

ARTICLE II. - PURPOSE

This corporation is organized for the purposes of engaging in any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - STOCK

This corporation is authorized to issue One Thousand Five Hundred (1,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. - EXISTENCE & COMMENCEMENT

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V. - PRINCIPAL OFFICE

The street address of the principal office is:

5215 LaPlata Drive
New Port Richey, Florida 34655

ARTICLE VI. - REGISTERED AGENT & ADDRESS

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

THOMAS M. STEINBECK
5215 LaPlata Drive
New Port Richey, Florida 34655

ARTICLE VII. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

THOMAS M. STEINBECK
5215 LaPlata Drive
New Port Richey, Florida 34655

ARTICLE VIII. - INDEMNITY OF OFFICERS & DIRECTORS

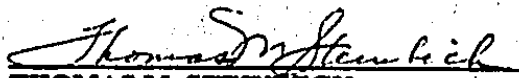
The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE IX. - INCORPORATOR(S)

The names and street addresses of the incorporator(s) signing these Articles are as follows:

THOMAS M. STEINBECK
5215 LaPlata Drive
New Port Richey, Florida 34655

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of June, 1996.


THOMAS M. STEINBECK

IN WITNESS WHEREOF, the undersigned, having been named as registered agent in these articles of incorporation and to accept service of process for the above corporation at the place designated in these articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


THOMAS M. STEINBECK, Registered Agent

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument, Articles of Incorporation, was acknowledged before me this 22nd day of June, 1996, by Thomas M. Steinbeck, who has produced his Florida drivers license as identification.

Roxanne Bariz
NOTARY PUBLIC: Roxanne Bariz

(Print, type or stamp)
(Commission Number)



THIS INSTRUMENT PREPARED BY:
J. HARRIS COOK, Esquire
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