

1201 HAYS STREET
FORT LAUDERDALE, FL 33304-2000
800-342-8086
P960000000014



PRESTIGE HOTEL
TELEPHONE & FINANCIAL SERVICES ACCOUNT NO. : 072100000003

REFERENCE : 022378 7107770

AUTHORIZATION : *Ralph Rosenberg*

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 1996

ORDER TIME : 12:40 PM

ORDER NO. : 022378

CUSTOMER NO: 7107770

300001897253

CUSTOMER: Mr. Ralph. Rosenberg
MR. RALPH ROSENBERG

Suite 306
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: CLEAR LAKE REHAB, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

CG
7/18/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 17 AM 10:09

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 AM 10:09

ARTICLES OF INCORPORATION
OF
CLEAR LAKE REHAB, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLEAR LAKE REHAB, INC.

The address of the principal office of this corporation shall be 2929 East Commercial Boulevard, Suite 306, Ft. Lauderdale, Florida 33308 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Ralph Rosenberg	2929 East Commercial Boulevard, Suite 306 Ft. Lauderdale, Florida 33308
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

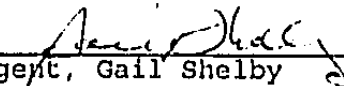
96 JUL 17 AM 10:09

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

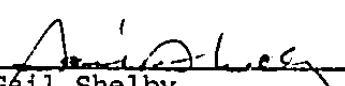
The undersigned incorporator has executed these Articles of Incorporation on July 17, 1996.



Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

DGS

BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

P96000060014

November 4, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Clear Lake Rehab, Inc.
Corf Provider Services, Inc.
Glades Rehab, Inc.
Kendall Rehab, Inc.
Largo Rehab, Inc.
Swarthmore Rehab, Inc.
Change of Registered Agent and Registered Office

Dear Sir or Madam:

Enclosed are executed Certificates of Change of Registered Office and Registered Agent for each of the above-referenced corporations. Please record the changes of Registered Agent and the Registered Office in accordance with the Certificates.

Enclosed are six checks each in the amount of \$35.00 for filing the Certificates.

Please contact the undersigned directly if you should have any questions.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

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SECRETARY OF STATE
DIVISION OF CORPORATION
96 NOV - 7 AM 8:34

Encs.

cc: John E. Korf, Esq.
Mr. Ralph Rosenberg
Leonard K. Samuels, Esq.

TELL NOV 13 1996

**CERTIFICATE OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT OF
CLEAR LAKE REHAB, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATION
96 NOV -7 AM 8:34

Clear Lake Rehab, Inc., pursuant to Section 607.0502 of the Florida Statutes, hereby changes its Registered Office and Agent as follows:

1. The name of the corporation is Clear Lake Rehab, Inc.
2. The street address of its present Registered Office is 1201 Hays Street, Tallahassee, Florida, 32301.
3. The street address to which the Registered Office is to be changed is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.
4. The name of the present Registered Agent is Corporation Service Company.
5. The name of the new Registered Agent is Leonard K. Samuels.
6. The street address of the new Registered Office and the street address of the business office of the new Registered Agent is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.
7. That such change was authorized by Resolution duly adopted by its Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate the 31 day of October, 1996.

CLEAR LAKE REHAB, INC.

By: _____

RALPH ROSENBERG, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as Registered Agent of CLEAR LAKE REHAB, INC., as made in the foregoing Certificate of Change of Registered Office and Registered Agent, and agree to act in such 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 the Registered Agent of CLEAR LAKE REHAB, INC.


LEONARD K. SAMUELS