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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 822-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PALMETTO SUB ACUTE CARE CENTER OF MIAMI, INC.
FAX AUDIT NUMBER: H96000010273
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ARTICLES OF INCORPORATION

OF

PALMETTO SUB ACUTE CARE CENTER OF MIAMI, INC.

ARTICLE I
NAME

The name of this Corporation is PALMETTO SUB ACUTE CARE CENTER OF MIAMI, INC.

ARTICLE II
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 100 shares of common stock with a per value of \$1.00 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 7600 SW 8th Street, Miami Florida 33144 and the name of the initial registered agent at that address is KHALID M. MIRZA, 7600 SW 8th Street, Miami, Florida 33144.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

KHALID M. MIRZA
7600 SW 8th Street
Miami, Florida 33144

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of this Corporation is KHALID M. MIRZA, 7600 SW 8th Street, Miami, Florida 33144.

AKHTAR HUSAIN (FL BAR NO. 298123
(305) 822-4444
102 E. 44 STREET
HIALEAH, FL 33012

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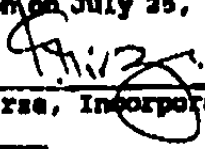
**ARTICLE VII
ADDRESS**

7600 SW 8th Street
Miami, Florida 33144

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation on July 25, 1996.


Khalid M. Mirza, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Article of Incorporation.


Khalid M. Mirza, Agent

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