

BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

PG60000 71082

August 8, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001923291
-08/15/96--01064--001
*****70.00 *****70.00

Re: Rehab Corporation
Our File No. 4033.001

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to the undersigned.

A check in the amount of \$70.00 is enclosed for the filing fee.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.

cc: Mr. William Guthrie (w/enc.)
Leonard K. Samuels, Esq.

100001923291
FILED
96 AUG 27 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1996

BERGER & DAVIS, P.A.
ROBIN L. GOLDSTON
100 N.E. THIRD AVE. SUITE 400
FT. LAUDERDALE, FL 33301

SUBJECT: REHAB CORPORATION
Ref. Number: W96000017316

We have received your document for REHAB CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 696A00039325

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ABC REHAB CORPORATION
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ABC Rehab Corporation.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

P.O. Box 5208
Fort Lauderdale, FL 33310

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
RALPH ROSENBERG	2929 E. Commercial Blvd., #306 Fort Lauderdale, FL 33308
WILLIAM GUTHRIE	2929 E. Commercial Blvd., #306 Fort Lauderdale, FL 33308

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of August, 1996.


LEONARD K. SAMUELS
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

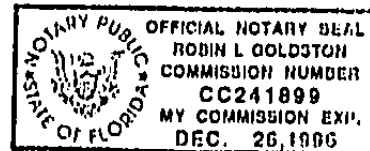
Sworn to and subscribed before me this 12th day of August, 1996, by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:

Sign: Robin L. Goldston
Print Name: Robin L. Goldston
Commission No.: CC 241899
My Commission Expires: 12/26/96



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of ABC REHAB CORPORATION, as made in the foregoing Articles of Incorporation, 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 initial Registered Agent of ABC REHAB CORPORATION.

Date: 8/12/96

Leonard K. Samuels
LEONARD K. SAMUELS
Initial Registered Agent

FILED
96 AUG 27 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA