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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HSS REHAB SERVICES OF TENNESSEE, INC.

AUDIT NUMBER.....H96000013554

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

HSS REHAB SERVICES OF TENNESSEE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: HSS REHAB SERVICES OF TENNESSEE, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.001 per value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Bobby Shields, CPA
6045 N. Federal Hwy #500
H. Land., FL 33308
(954) 771-0500 Ext. 240

ARTICLE V

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ARTICLE V

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Bobby L. Shields
6245 North Federal Highway
Suite 500
Ft. Lauderdale, Florida 33308

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the Initial Director of this Corporation is:

Jeffrey A. Barnhill
6245 North Federal Highway
Suite 500
Ft. Lauderdale, Florida 33308

The person named as Initial Director shall hold office until his successor is elected or appointed and has qualified.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Bobby

L. Shields, and his address is 6245 North Federal Highway, Suite 500, Ft. Lauderdale, Florida 33308.

ARTICLE VIII

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EMPIRE CORPORATE KIT

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ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.014, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Florida Statute 607.014 (9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.108, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Florida Statute 607.109, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles
of Incorporation on September 12, 1996.

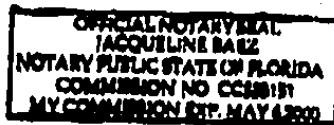

Bobby L. Shields, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 12th day of September, 1996,
by Bobby L. Shields, as Incorporator.


Notary Public
My Commission Expires:

(SEAL)



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ARTICLE 17.17

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EMPIRE CORPORATE KIT

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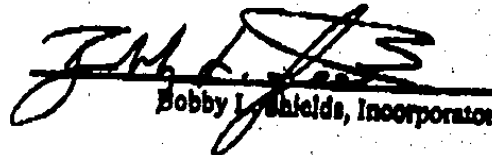
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

H96000013554

HSS REHAB SERVICES OF TENNESSEE, INC., a corporation existing under the laws of the State of Florida with its principal office at 6245 North Federal Highway, Suite 500, Ft. Lauderdale, Florida 33308, has named Bobby L. Shields, whose address is 6245 North Federal Highway, Suite 500, Ft. Lauderdale, Florida 33308 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


Bobby L. Shields, Incorporator

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ARTICLE 87M

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