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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAG-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: FUTURE REHABILITATION, INC.

AUDIT NUMBER.....H96000014204

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

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FUTURE REHABILITATION, INC.**

THE UNDERSIGNED INCORPORATOR TO THESE ARTICLES OF INCORPORATION
HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: FUTURE REHABILITATION, INC.

ARTICLE II

THE CORPORATION SHALL ENGAGE IN ANY ACTIVITY OF BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF
FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY GIVEN TIME IS 1000 SHARES
OF COMMON STOCK HAVING \$0.01 PAR VALUE.

ARTICLE IV

THE CORPORATION SHALL EXIST IN PERPETUITY.

ARTICLE V

THE PRINCIPLE OFFICE OF THIS CORPORATION SHALL BE AT
1675 S.W. 107 TH AVE., MIAMI, FLA. 33165

ARTICLE VI

THE INITIAL REGISTERED AGENT AND HIS OFFICE SHALL BE:

LUIS R. RODRIGUEZ
1675 S.W. 107 TH AVE., MIAMI, FLA. 33165

ARTICLE VII

THE NAME AND ADDRESS OF THE MEMBERS OF THE BOARD OF DIRECTORS
SHALL BE:

Prepared by: Luis R. Rodriguez
1675 S.W. 107th Ave.
Miami, FL 33165
(305) 227-8420

H96000014204

TITLE	NAME	ADDRESS
PRESIDENT	LUIS R. RODRIGUEZ	6895 TAMIAM CANAL ROAD MIAMI, FLA.
SECRETARY	LUIS R. RODRIGUEZ	6895 TAMIAM CANAL ROAD MIAMI, FLA.
TREASURER	LUIS R. RODRIGUEZ	6895 TAMIAM CANAL ROAD MIAMI, FLA.

ARTICLE VIII

THE DISTRIBUTION OF STOCK TO THE DIRECTORS SHALL BE:

NAME	NUMBER OF SHARES
LUIS R. RODRIGUEZ	1000 SHARES COMMON & 1000 SHARES OUTSTANDING

ARTICLE IX

THE NAME AND ADDRESS OF THE INCORPORATORS OF THE CORPORATION SHALL BE:

LUIS R. RODRIGUEZ 6895 TAMIAM CANAL ROAD MIAMI, FLA. 33126

ARTICLE X

THE BOARD OF DIRECTORS MAY AMEND ANY PART OF THE ARTICLES OF INCORPORATION, WITHOUT SHAREHOLDER ACTION, INCLUDING BUT NOT LIMITED TO THE AMENDMENTS PERMITTED UNDER 607.1002 OF THE FLORIDA BUSINESS CORPORATION ACT.

ARTICLE XI

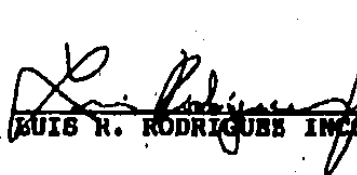
THE CORPORATION EXPRESSLY ELECTS NOT TO BE GOVERNED BY EITHER 607.0901 OR 607.0902 OF THE FLORIDA BUSINESS CORPORATION ACT. AS EACH MAY BE AMENDED FROM TIME TO TIME, RELATING TO THE AFFILIATED TRANSACTION AND CONTROL SHARE ACQUISITIONS.

ARTICLE XII

EACH SHARE HOLDER OF THE CORPORATION SHALL HAVE FIRST RIGHT TO PURCHASE SHARES (AND SECURITIES CONVERTIBLE INTO SHARES) OF ANY CLASS, KIND OR SERIES OF STOCK IN THIS CORPORATION THAT MAY FROM TIME TO TIME BE ISSUED (WHETHER OR NOT PRESENTLY AUTHORIZED), INCLUDING SHARE FROM THE TREASURY OF THIS CORPORATION, IN A RATIO THAT THE NUMBER OF SHARES A SHAREHOLDER HOLDS AT THE TIME ISSUE BEARS TO THE TOTAL NUMBER OF SHARES OUTSTANDING, EXCLUSIVE OF TREASURY SHARES. THIS RIGHT SHALL BE DEEMED WAIVED BY ANY SHAREHOLDER WHO DOES NOT EXERCISE IT WITHIN THIRTY DAYS OF NOTICE IN WRITING FROM THE CORPORATION, STATING PRICE, TERMS AND CONDITIONS OF THE ISSUE OF SHARES. THIS RIGHT MAY BE WAIVED BY AFFIRMATION WRITTEN WAIVER SUBMITTED BY THE SHAREHOLDER TO THE CORPORATION WITHIN THIRTY DAYS OF RECEIPT OF NOTICE FROM THE CORPORATION.

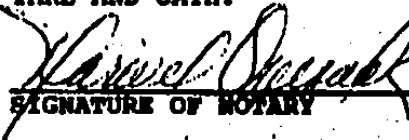
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IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE
ARTICLES OF INCORPORATION THIS 6 DAY OF OCTOBER, OF THE YEAR
1996.


LUIS R. RODRIGUEZ INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGE BEFORE ME THIS 06
DAY OF OCTOBER, 1996, BY LUIS R. RODRIGUEZ WHO
HAS PRODUCED DRIVER LICENSE AS
IDENTIFICATION AND WHO DID (NOT) TAKE AND OATH.


SIGNATURE OF NOTARY



"OFFICIAL SEAL"
Maribel Quesada
My Commission Expires 2/29/97
Commission #CC 282788

MARIBEL QUESADA
PRINTED NAME OF NOTARY

03-03-97
COMMISSION EXPIRES

H96000014204

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FILED
96 OCT 10 PM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS FUTURE REHABILITATION, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS
LUIS R. RODRIGUEZ 1675 S.W. 107th Ave., Miami, FL 33165


LUIS R. RODRIGUEZ, PRESIDENT

10/6/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPTED SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATED IN THIS CERTIFICATED, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


LUIS R. RODRIGUEZ, PRESIDENT

10/6/96

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