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AMERICAN TRAUMA & REHAB CENTER OF STAUPT, INC.

2880 NW 2 AVENUE STE. 3S  
BOCA RATON, FL 33431

OCTOBER, 11/18 1996

Secretary of State  
Capitol Building  
Tallahassee, Florida  
32304

800001984488--7  
-10/23/96--01090--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attention: Corporation Division

RE: AMERICAN TRAUMA & REHAB CENTER OF STUART, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

*Adam Elisha*  
ADAM ELISHA

OCT 24 1996

BSB

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

-OF-

FILED

AMERICAN TRAUMA & REHAB CENTER OF STUART, INC.

The undersigned, for the purpose of forming a corporation

under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is AMERICAN TRAUMA & REHAB CENTER OF STUART, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 2880 NW 2 AVENUE STE. 3S, BOCA RATON, FL 33431 and the street address of the initial registered office of the corporation is 2880 NW 2 AVENUE STE. 3S, BOCA RATON, FL 33431 and the name of the initial registered agent is ADAM ELISHA.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME  
ADAM ELISHA

ADDRESS  
2880 NW 2 AVENUE, STE. 3S  
BOCA RATON, FL 33431

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME  
ADAM ELISHA

ADDRESS  
2880 NW 2 AVENUE, STE. 3-S  
BOCA RATON, FL 33431

IN WITNESS WHEREOF, the undersigned have subscribed their names this 14th day of October, 1996.

Adam Elisha  
ADAM ELISHA

STATE OF FLORIDA )

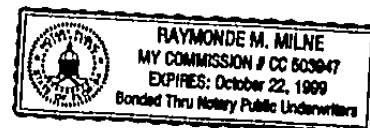
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COUNTY OF PALM BEACH )

On this 14th day of October, 1996, before me, the undersigned officer, personally appeared as ADAM ELISHA, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Raymonde M. Milne  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE



FILED

96 OCT 23 AM 11:40

STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

AMERICAN TRAUMA & REHAB CENTER OF STUART, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:


AMERICAN TRAUMA & REHAB CENTER OF STUART, INC., a corporation organized under the laws of the state of Florida, with its principal office at 2880 NW 2 AVENUE STE. 3S, BOCA RATON, FL 33431 has named ADAM ELISHA at 2880 NW 2 AVENUE STE. 3S, BOCA RATON, FL 33431, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
ADAM ELISHA	President/Dir Sec/Treasurer	2880 NW 2 AVENUE STE. 3S BOCA RATON, FL 33431

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: October 14, 1996

  
ADAM ELISHA  
Resident Agent