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10/31/96 FLORIDA DIVISION OF CORPORATIONS
11:04 AM

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: RANDEE S. SCHATZ, ATTORNEY
103333002142

ACCT#:

CONTACT: RANDEE S SCHATZ
PHONE: (561)833-1846
(561)833-1881

FAX #:

NAME: FLAGLER INSTITUTE FOR REHABILITATION, INC.

AUDIT NUMBER.....H96000015358

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Handwritten signature and date: 10/31/96

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Articles Of Incorporation
of

FILED
96 OCT 31 PM 2 57
STATE
FLORIDA

FLAGLER INSTITUTE FOR REHABILITATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is FLAGLER INSTITUTE FOR REHABILITATION, INC.

ARTICLE II - LOCATION

The principal office of this corporation is to be located at 2617 N. Flagler Drive Suite 112, County of Palm Beach, West Palm Beach, Florida 33407.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share.

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Prepared By:
Randee S. Schatz, Esq.
220 Sunrise Avenue Suite 209
Palm Beach, FL 33480
(561) 833-1846
Fla Bar No. 279900

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ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 220 Sunrise Avenue, Suite 209, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Rande S. Schatz.

ARTICLE VI - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than two (2).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

Rebecca Gould
2617 N. Flagler Drive Suite 112
West Palm Beach, Florida 33407

Kevin R. Kunkel
2617 N. Flagler Drive Suite 112
West Palm Beach, Florida 33407

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Rande S. Schatz, 220 Sunrise Avenue Suite 209, Palm Beach, Florida 33480.

ARTICLE IX - EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after
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Articles Of Incorporation

of

FLAGLER INSTITUTE FOR REHABILITATION, INC.

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subscription and acknowledgment ^{H 96 000015358 0} hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

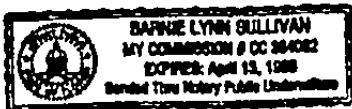
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31st day of October, 1996.

Randee S. Schatz
Randee S. Schatz

STATE OF FLORIDA)

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 31st of October, 1996 by Randee S. Schatz.



Barrie Lynn Sullivan
Notary Public

Personally known OR Produced Identification
Type of Identification Produced _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST -- FLAGLER INSTITUTE FOR REHABILITATION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2617 N. Flagler Drive Suite 112, West Palm Beach, County of Palm Beach, State of Florida, has named Rande S. Schatz, 220 Sunrise Avenue Suite 209, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Rande S. Schatz
Resident Agent

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA