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JUPITER LAW CENTER

CHASEWOOD PLAZA - SUITE 30 - 6390 INDIANTOWN ROAD
JUPITER, FLORIDA 33408
(501) 744 - 4000

Attorneys at Law

RICHARD P. GUMSON
ADAM S. GUMSON
also admitted to New York Bar

October 18, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

100001983481--0
-10/23/96--01015--003
*****70.00 *****70.00

Re: First Rehabilitation, Inc.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation relative to the above corporation.

Kindly file the original and return the copy along with your customary receipt.

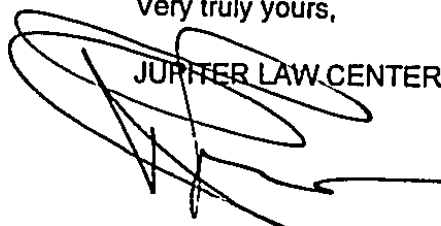
My check, in the amount of \$70.00, is also enclosed in payment of your fees.

Thank you for your anticipated courtesies and prompt attention to this matter.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 PM 12:03

502-672
W96-22672

Very truly yours,


JUPITER LAW CENTER

Richard P. Gumson

RPG:sa
Encs.

g/j/11/3/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

FILED
- 100 -
96 NOV 13 10:00

October 24, 1996

JUPITER LAW CENTER
ATTN: RICHARD P. GUMSON
6390 INDIANTOWN ROAD #30
JUPITER, FL 33458

SUBJECT: FIRST REHABILITATION, INC.
Ref. Number: W96000022672

We have received your document for FIRST REHABILITATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00049210

JUPITER LAW CENTER

CHASEWOOD PLAZA - SUITE 30 - 6390 INDIANTOWN ROAD
JUPITER, FLORIDA 33458
(501) 744 - 4000

Attorneys at Law

RICHARD P. GUMSON •
ADAM B. GUMSON •
• also admitted to New York Bar

October 28, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301
Attn: Claretha Golden, Document Specialist

FILED
STATE
SECRETARY OF
CORPORATIONS
OCT 31 1996
TALLAHASSEE, FL

Re: First Rehabilitation, Inc.
Ref. Number W96000022672
Sebastian Institute of Rehabilitation, Inc.

Gentlemen:

Pursuant to your October 24th letter (copy enclosed), enclosed is an original and one (1) copy of Articles of Incorporation for Sebastian Institute of Rehabilitation, Inc., a corporate name which, hopefully, is acceptable to your offices. These Articles replace those previously submitted for First Rehabilitation, Inc.

Kindly file the original, returning the copy along with your customary receipt.

Our October 18th check, in the amount of \$70.00 (copy also enclosed), was previously deposited by you in payment of your fees for filing the Articles for First Rehabilitation. The \$70.00 check should now be applied to Sebastian Institute.

Thank you for your anticipated courtesies and prompt attention to this matter.

Very truly yours,

JUPITER LAW CENTER

Richard R. Gumson

RPG:sa
Encs.

FILED
SEC. OF STATE
CORPORATIONS
96 NOV 13 PM 12:03

ARTICLES OF INCORPORATION
OF

SEBASTIAN INSTITUTE OF REHABILITATION, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

SEBASTIAN INSTITUTE OF REHABILITATION, INC.

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation is organized to conduct any and all lawful business.

ARTICLE IV

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

This Corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: c/o JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is: RICHARD P. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance:


RICHARD P. GUMSON

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until her successors are elected and shall qualify are:

NAME

DAVID E. KASHUBA

ADDRESS

825 S. U.S. Highway One
Suite 108
Jupiter, FL 33477

96 NOV 13 PM 12:00

ARTICLE X

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID E. KASHUBA	825 S. U.S. Highway One Suite 108 Jupiter, FL 33477

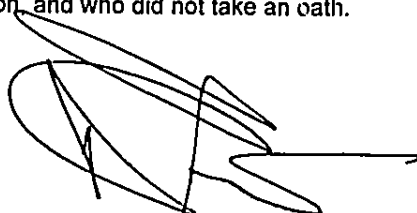
IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 18th day of October, 1996.



DAVID E. KASHUBA

STATE OF FLORIDA) SS.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day
of October, 1996, by DAVID E. KASHUBA, who is personally known to me or who has produced
a Drivers License as identification, and who did not take an oath.



NOTARY PUBLIC - State of Florida



Richard P. Gurnson
My Commission Expires 02/12/99
Commission No. CC436727

NOTARY'S NAME PRINTED, STAMPED OR TYPED