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November 8, 1996

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
96 DEC 19 AM 11:03
TALLAHASSEE, FLORIDA
400002003594--1
-11/13/96--01175--005
***122.50 ***122.50

Re: REHAB-CONNECT, INC.

Dear Sir:

Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,

R. Oneston

DEC 23 1996

Russell E. Klemm

REK/bb

Enclosures

R. Oneston

DEC 20 1996

896A 52543

W26 24430
502

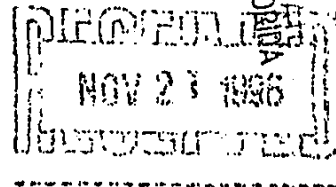


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

RUSSELL E KLEMM ESQUIRE
121 NOSCEOLA AVE 2ND FLOOR
CLEARWATER, FL 34615

SUBJECT: REHAB-CONNECT, INC.
Ref. Number: W96000024430



We have received your document for REHAB-CONNECT, INC. and your check(s) totaling \$122.50. 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00052543

ARTICLES OF INCORPORATION

OF

REHAB-PERSONNEL, INC.

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is REHAB-PERSONNEL, INC., a Florida corporation.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

2600 McCormick Drive, Suite 153
Clearwater, FL 34619

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

All issued stock shall be held of record by not more than thirty-five persons or entities and shall be issued and transferable only to persons or entities who are not non-resident alien.

ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation is 2600 McCormick Drive, Suite 153, Clearwater, Florida 34619 and the name of the initial registered agent of the corporation at that address is Raul D. Matias.

ARTICLE IX

The initial board of directors shall be comprised of the following:

Gregorio S. Alba
5688 Bridgeton Court
Palm Harbor, FL 34685

Raul D. Matias
5474 Greyston Street
Palm Harbor, FL 34685

ARTICLE X

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

Gregorio S. Alba
2600 McCormick Drive, Suite 153
Clearwater, FL 34619

FILED
96 DEC 19 AM 11:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation this 4th day of NOVEMBER, 1996.



Gregorio S. Alba, Incorporator

**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 office/registered agent, in the state of Florida.

1. The name of the corporation is: REHAB-PERSONNEL, INC.
2. The name and address of the registered agent and office is:

Gregorio S. Alba

2600 McCormick Drive, Suite 153

Clearwater, FL 34619

SIGNATURE

Gregorio S. Alba

TITLE

President

DATE

11-9-96

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree 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 obligations of my position as Registered Agent.

SIGNATURE

DATE

11-9-96

FILED
96 DEC 19 AM 11:01
CLERK OF STATE
TALLAHASSEE, FLORIDA