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January 14, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Advantage Plus Care Comprehensive Outpatient
Rehabilitative Facility, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover filing fees for
the captioned corporation.

I have also enclosed an original and one copy of the articles of
incorporation for same.

Sincerely,



Gregory C. Picken, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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JP 1/23/97

ARTICLES OF INCORPORATION

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

1. **NAME**. The name of the corporation is:

Advantage Plus Care Comprehensive Outpatient Rehabilitative Facility, Inc.

2. **ADDRESS**. The principal address of the corporation is:

C/O Wagner & Deckert, P.A.
1601 Forum Place, Suite 300
West Palm Beach, Florida 33401

3. **DURATION**. The period of its duration is perpetual.

4. **PURPOSE**. The purpose is to engage in any activities or business permitted under the laws of the United States, Florida and any other state, country, territory or nation.

5. **CAPITAL STOCK**. The corporation is authorized to issue One Hundred (100) shares, all of one class, at one-dollar (\$1.00) par value.

Additional shares can be issued only with a vote of the shareholders holding a majority of shares.

6. **INITIAL REGISTERED OFFICE AND AGENT**. The name and address of the initial registered agent and office of this corporation is as follows:

H. Thomas Wagner, Jr.
Wagner & Deckert, P.A.
1601 Forum Place, Suite 300
West Palm Beach, Florida 33401

7. **INITIAL BOARD OF DIRECTORS**. This corporation shall have one (1) director initially, who shall be:

Dr. Charles Mitzelfeld
Wagner & Deckert, P.A.
1601 Forum Place, Suite 300
West Palm Beach, Florida 33401

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8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

H. Thomas Wagner, Jr.
Wagner & Deckert, P.A.
1601 Forum Place, Suite 300
West Palm Beach, Florida 33401

9. OFFICERS. The initial officers of the corporation shall be as follows:

Dr. Charles Mitzelfeld: President, Treasurer, Secretary

10. AMENDMENT TO ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**EXECUTION BY INCORPORATOR
AND ACCEPTANCE BY REGISTERED AGENT**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of January, 1997, and does thereby agree to act as the initial registered agent of the corporation.



H. Thomas Wagner, Jr.
Incorporator, Registered Agent

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DIVISION OF CORPORATIONS

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STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared H. Thomas Wagner, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such document and that he is well known to me or has produced a drivers license as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 14 day of January, 1997.



Notary Public, State of Florida

My Commission Expires:
Commission No. _____



PEGGY M. STONE

Typed/Printed name of Notary
Bonded Through _____