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STRAWN & MONAGHAN CO.

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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

NAME: COMPREHENSIVE REHAB MANAGEMENT SERVICES, INC
AUDIT NUMBER.....H97000002269
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
COMPREHENSIVE REHAB MANAGEMENT SERVICES, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

Article I. - Name

The name of this corporation is:

COMPREHENSIVE REHAB MANAGEMENT SERVICES, INC.

Article II. - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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**Article V. - Principal Office or
Mailing Address: Resident Agent**

The mailing address of the corporation and the initial registered office of this corporation is 8184 Wiles Road, Coral Springs, Florida 33067, and the name of the initial registered agent of this corporation at that address is David Seldner.

Article VI. - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

NAME

ADDRESS

David Seldner

8184 Wiles Road
Coral Springs, FL 33067

Article VII. - Incorporator

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

NAME

ADDRESS

David Seldner

8184 Wiles Road
Coral Springs, FL 33067

Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

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Article IX. - Amendment

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

Article X - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on February 7th 1997.



David Saidner, Incorporator

FEB. 7.1997 11:02AM. STRAWN MONAGAN COHEN

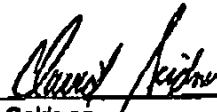
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



David Seldner
Registered Agent

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February 6, 1997

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