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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110  
NAME: LIFECARE ASSOCIATION OF SOUTH FLORIDA, INC.  
AUDIT NUMBER.....H97000002251  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**Articles of Incorporation  
of  
Lifecare Association of South Florida, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Lifecare Association of South Florida, Inc.

**EFFECTIVE DATE**  
2-16-97

**Article II. Address**

The mailing address of the Corporation is:  
Lifecare Association of South Florida, Inc.  
961 West Commercial Boulevard  
Ft. Lauderdale FL 33309

**Article III. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Stuart E. Bloch  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432

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**Article IV. Board of Directors**

The name of each initial member of the Corporation's Board of Directors is:

Lew Lifton  
Joseph Jaffe  
Chuck Goldman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 6, 1997

The undersigned incorporator executed these Articles of Incorporation on February 7, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

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Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**

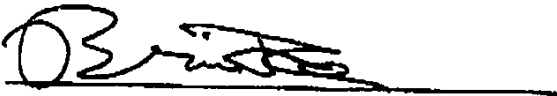
Lifecare Association of South Florida, Inc.

**REGISTERED AGENT:**

Stuart E. Bloch  
980 North Federal Highway, Suite 205  
Boca Raton FL 33432

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Stuart E. Bloch  
by B.R. Fons as attorney-in-fact

Date: February 7, 1997

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Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-8620  
(305) 672-0886