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ATTORNEYS AT LAW

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PT 0002/94

March 3, 1997

File No. (New)

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-03/04/97--01072--002
****122.50 ****122.50

RE: Total Rehab Plus, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for Total Rehab Plus, Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAR -4 PM 12:41

After filing, please return a certified copy of the Articles of Incorporation to us in the enclosed addressed return stamped envelope as soon as possible.

7777 Glades Road
Dade Raion, Florida 33434
(561) 483-7000
Telecopy (561) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 881-8810
Telecopy (904) 881-0702

300 North Orange Avenue
Orlando, Florida 32801
(407) 830-4200
Telecopy (407) 426-6377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-0400
Telecopy (305) 373-0443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

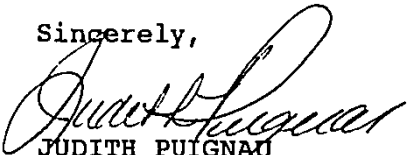
The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 832-3300
Telecopy (561) 655-1100

900 East Ocean Blvd.
Suite 126
Gulfport, Florida 34904
(813) 283-3000
Telecopy (407) 501-0622

Secretary of State
Division of Corporations
March 3, 1997
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If you have any questions or comments, please do not hesitate to contact us.

Sincerely,



JUDITH PUIGNAO
Paralegal

/jp

Enc.

cc: Kenneth Berg
Lester J. Perling, Esq.

BROAD and CASSEL

ARTICLES OF INCORPORATION
OF
TOTAL REHAB PLUS, INC.

FILED
97 MAR -4 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **Total Rehab Plus, Inc.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$1.00 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 4488 North University Drive, Lauderhill, Florida 33351.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Kenneth Berg
4488 North University Drive
Lauderhill, Florida 33351

ARTICLE VII

INCORPORATOR

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

Kenneth Berg
4488 North University Drive
Lauderhill, Florida 33351

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of February, 1997.

Kenneth Berg
KENNETH BERG, Incorporator

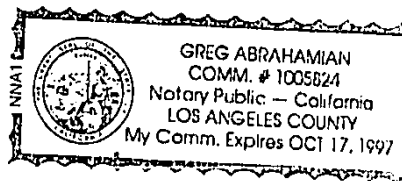
STATE OF California
COUNTY OF Los Angeles

The foregoing instrument was acknowledged before me this 27th day of Feb., 1997, by Kenneth Berg, who is personally known to me or who has produced Driver's License as identification and who did (did not) take an oath.

G. Abrahamian
SIGNATURE OF NOTARY

Greg Abrahamian
PRINTED NAME OF NOTARY

10/17/97
COMMISSION EXPIRES

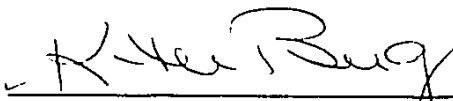


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: Total Rehab Plus, Inc.
2. The name and address of the registered agent and office is:

Kenneth Berg
4488 North University Drive
Lauderhill, Florida 33351



KENNETH BERG, Incorporator

Dated this 27 day of February 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



KENNETH BERG

Dated this 27 day of February, 1997.

97 MAR -4 PM 12:41
FILED
STATE
TALLAHASSEE, FLORIDA