

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 MAR 24 PM 3:43
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

3:43 PM MAR 24 1997

REQUEST TAKEN CONFIRMED APPROVED
 DATE 3/24/97
 TIME 1:15
 BY DJC

WALK-IN
 Will Pick Up _____

NE: RehabAmerica Corporation

	C.C. FEE.	DISBURSE
Capital Express**		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
308002122633-4		
Name Reservation -03/24/97-01192-011		
Annual Report/Information	22.50	***122.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
Filing No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
DISCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

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THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1997

CAPITAL CONNECTION

The name REHABAMERICA CORPORATION has been reserved for 120 days beginning March 13, 1997. The reservation number is R97000001223 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 697A00012774

ARTICLES OF INCORPORATION
OF
REHABAmerica Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is REHABAmerica Corporation. The address of the Corporation is 14802 North Dale Mabry Hwy. Suite 300, Tampa, Florida 33618.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000,000 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 14802 North Dale Mabry Hwy. Suite 300, Tampa, FL 33618 and the name of the initial Registered Agent of the Corporation at that address is James E. Turner.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than three (3) nor more than seven (7) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names of the three initial Directors of the Corporation are:

Paul Goebel

James E. Turner

William Tapella

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is James E. Turner, 8488 W. Hillsborough Ave., Tampa, FL 33618.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

The 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of March, 1997.


James E. Turner, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13 day of March, 1997 by James E. Turner, who is personally known to me or who has produced N/A as identification.



Signature of person taking acknowledgment

DAN FORDHAM

Name typed/printed/stamped

NOTARY PUBLIC - STATE OF FLORIDA

Title

My commission expires:



DAN FORDHAM
MY COMMISSION # 01280175 EXPIRES
April 28, 1997
BONDED TRULY TRUST INSURANCE, INC.

.....

CERTIFICATE DESIGNATING REGISTERED AGENT

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In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is
submitted in compliance with said Act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That REHABAmerica Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 14802 North Dale Mabry Hwy. Suite 300, Tampa, Florida 33618, has named D. Michael Lins, Esq., located at 14502 North Dale Mabry Hwy. Suite 300, Tampa, Hillsborough County, Florida 33618, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

D. Michael Lins
D. Michael Lins, Registered Agent
Date: March 20, 1997