

C O N T I N U C A R E

C O R P O R A T I O N

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March 17, 1997

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Subject: Continucare Outpatient Rehabilitation Management, Inc.
100 S.E. 2 Street
36th Floor
Miami, FL 33131

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50. Please provide us with a certified copy of the articles by return mail.

Sincerely,

Susan Tarbe

Susan Tarbe
General Counsel
Executive Vice President

ST:JC

Enclosures

3/26

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97 MAR 20 AM 9:33
STATE DEPT OF STATE
TALLAHASSEE FLORIDA

100 SE SECOND STREET • 36TH FLOOR

MIAMI, FLORIDA 33131

TEL 305.350.7515 FAX 305.350.9833

ARTICLES OF INCORPORATION OF
CONTINUCARE OUTPATIENT REHABILITATION
MANAGEMENT, INC.

ARTICLE ONE
CORPORATE NAME

The name of the corporation shall be:

CONTINUCARE OUTPATIENT REHABILITATION
MANAGEMENT, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful activity
for which corporations may be organized under the Florida General Corporation Act

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is
100 shares, all of which shall be common shares with a \$1.00 par value.

ARTICLE FIVE
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business is:

100 S.E. 2nd Street
36th Floor
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is
100 S.E. 2 Street, 36th Floor, Miami, Florida 33131, and the initial Registered Agent is
Susan Tarbe, Esquire

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as
provided by the By-Laws of the corporation as adopted by the stockholders; but in no
event, shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT
INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until
the first meeting of the corporation and whose name and address is as follows:

Charles M. Fernandez
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

ARTICLE NINE
INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as
follows:

Charles M. Fernandez
100 S.E. 2 Street
36th Floor
Miami, Florida 33131

ARTICLE TEN
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 17th day of March, 1997.


CHARLES M. FERNANDEZ
Incorporator

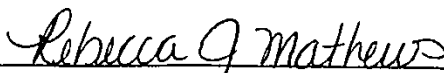
STATE OF FLORIDA;

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared SUSAN TARBE, ESQUIRE, to me known to be the person described as incorporator of the corporation who produced _____ as identification, and who took an oath and acknowledged before me that she executed said Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 17th day of March, 1996.

- ☒ Personally known to me, or who,
- ☐ did exhibit to me Florida Driver's
- ☐ License No. _____
- ☐ and who
- ☒ did take an oath
- ☐ did not take an oath


Notary Public, State of Florida at Large


Print Name: Rebecca J. Mathews
Commission No. CC542158



REBECCA J. MATHEWS
COMMISSION # CC 542158
EXPIRES MAR 24, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT FOR SERVICE OF PROCESS

The undersigned hereby designates Susan Tarbe, Esquire, as its Registered Agent to accept service of process on behalf of Continucare Outpatient Rehabilitation Management, Inc., within this state.


CHARLES M. FERNANDEZ
Incorporator and Director

Having been named as registered agent and authorized to accept service of process for the above stated corporation at the location designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida and agrees to comply with the provisions of the law applicable to said designation.


SUSAN TARBE, ESQUIRE

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TALLAHASSEE FLORIDA