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FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN

FAX #: (305)358-7832

PHONE: (305)358-2571

NAME: REHAB CARE USA. INC.

DOC TYPE..... PLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 10, 1997

ACE INDUSTRIES, INC.

SUBJECT: REHAB CARE USA, INC.

REF: W97000008414

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-5904

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopt(s) the following articles of incorporation.

Article I - Corporate Name

REHAB CARE USA, INC.

Article II - Term of Existence

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - Nature of Business

This corporation may engage or transact in any lawful activities permitted under the laws of the United States, the State of Florida, any other state, country, territory or nation.

Article IV - Capital Stock

The number of shares of stock that this corporation is authorized to have dutstanding at any one time is: 1200 shares of common stock having \$1.00 par value per share. This corporation shall not commence business until at least \$1,200.00 dollars have been received by it as consideration for the issuance of shares.

Article V - Incorporators

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is(are):

ROLAND A. FUNCKE 36711 SULPHUR SPRING RD. PALMDALE, CA 93552 JORGE B. ACOSTA 36711 SULPHUR SPRING RD. PALMDALE, CA 93552

VENKATARAJU THIMALAH 116 RIVIERA AVENUE ROYAL PALM BEACH, FL 33411

Article VI - Initial Registered Agent and Address

The initial registered agent's name and office address is:

Jairo M. Bosch 5440 North State Road 7, Suite.5 Fort Lauderdale, FL 33319

Article VII - Corporate Principal Office

116 RIVIERA AVENUE ROYAL PALM BEACH, FL 33411

PREMARED BY BLE HOUSTNESS, BYC. 54 KW 15th Stroot Midney FL 23156 PILED

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SECRETAL OF STATE
ALL AHASSEE, FLORIBA

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Article VIII - Officera

The name(s) and address(es) of the initial officer(s) is(are):

ROLAND A. FUNCKE (P/D) 36711 SULPHUR SPRING RD. PALMDALE, CA 93552 JORGE B. ACOSTA (V/T/D) 36711 SULPHUR SPRING RD. PALMDALE, CA 93552

VENKATARAJU THIMAIAH (S/D) 116 RIVIERA AVENUE ROYAL PALM BEACH, FL 33411

Articie IX - Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as are necessary will be taken by the appropriate officers to accomplish this compliance.

Article X - Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable and distributed among the Board of Directors and Officers.

IN WITHESS WHEREOF, the undersigned subscriber(s) have executed these articles of incorporation this <u>O8th</u> day of <u>April</u>, 1997.

Roland A. Funcko

President

<<<<<<< >>>>>>>>>>

State of Florida County of Broward

Before me, personally appeared Roland A. Funcke known to me and known to be the person who executed the foregoing articles of incorporation and who acknowledged before me that he has executed said instrument for the purpose therein expressed.

Witness my hand and official seal this 08th day of April, 1997.

Jairo Aosch, Notary Public

Broward County Public Records: 94-285687

My commission expires: May 3rd, 1998

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497-5404

Cartificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

REHAB CARE USA, INC.

2. The name and address of the registered agent is:

Jairo M. Bosch 5440 North State Road 7, Suite.5 Fort Lauderdale, FL 33319

and the mailing address of this corporation is:

116 Riviera Avenue Royal Palm Beach, FL 33411

<u> Signature:</u>

Name: Title: Boland A. Funcke

tle: President

Date: April 08, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Name: Date: Jairo M. Bosch April 08, 1997

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