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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: REHAB CARE USA, INC.

AUDIT NUMBER.....H97000005904

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA



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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Bath Register
Corporate Specialist Supervisor

FAX Aud. #: H97000005904
Letter Number: 497A00018185

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 outstanding 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 THIMAIAR
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

PREPARED BY
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33150
305-350-2371

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TALLAHASSEE, FLORIDA

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**Certificate 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:

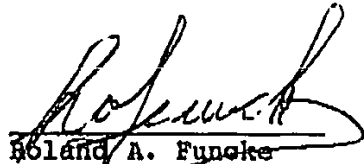
116 Riviera Avenue
Royal Palm Beach, FL 33411

Signature:

Name:

Title:

Date:

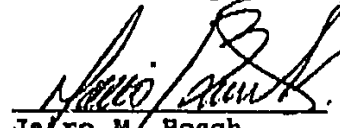

Roland A. Funcke
President
April 08, 1997

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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