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ACCOUNT NO. : 072100000032

REFERENCE : 334338 4329904

AUTHORIZATION : *Patricia Poynt*

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 334338-015

CUSTOMER NO: 4329904

CUSTOMER: Ms. Heather G. Ellis
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

800002146533--8

DOMESTIC FILING

NAME: COMPLETE REHAB MANAGEMENT
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
TALLAHASSEE, FLORIDA

97 APR 17 PM 2:44

RECEIVED
97 APR 17 PM 2:44
DIVISION OF CORPORATION

SN APR 17 1997

ARTICLES OF INCORPORATION
OF
COMPLETE REHAB MANAGEMENT SERVICES, INC.

FILED
97 APR 17 PM 2:44
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Complete Rehab Management Services, Inc., 7704 N.W. 70th Way, Parkland, Florida 33067, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7,500	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Jodi Laurence.

ARTICLE VI

The Corporation shall have three (3) directors initially. The names and addresses of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Eric Conn	7704 N.W. 70th Way Parkland, Florida 33067
Richard H. Hoffman	3354 Greenvview Terrace West Margate, Florida 33063
Antonio Pascuzzo	2884 Tennis Club Drive #501 West Palm Beach, Florida 33417

ARTICLE VII

The name and address of the incorporator is: Jodi Laurence, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

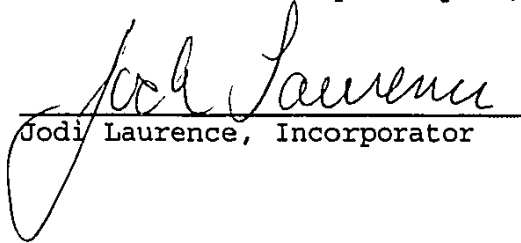
ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of April, 1997.


Jodi Laurence, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

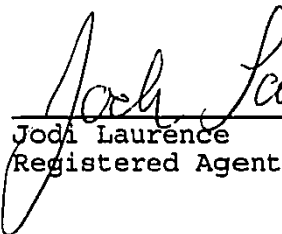
In compliance with the laws of the State of Florida, the following is submitted:

First - That Complete Rehab Management Services, Inc., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jodi Laurence as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 16th day of April, 1997.


Jodi Laurence
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA