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ACCOUNT NO. : 072100000032

REFERENCE : 355681 85036A

AUTHORIZATION : *Patricia Pajuta*

COST LIMIT : \$ 70.00

ORDER DATE : May 6, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 355681-005

CUSTOMER NO: 85036A

3000002157973--0

CUSTOMER: Robert A. Forlizzo, Esq
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: FIRST REHAB PLUS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

RECEIVED
97 MAY -6 PM 2:21
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -6 AM 11:18
DIVISION OF CORPORATION

84 MAY - 6 1997

ARTICLES OF INCORPORATION

OF

FIRST REHAB PLUS II, INC.

FILED
97 MAY -6 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **FIRST REHAB PLUS II, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

1037 U.S. 41
Venice, FL 34292

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office is as follows:

Name: THOMAS J. SCUDIERO
Address: 631 4th Street North
St. Petersburg, FL 33701

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

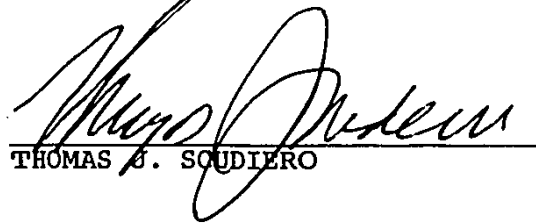
Name: THOMAS J. SCUDIERO
Address: 631 4th Street North
St. Petersburg, FL 33701

ARTICLE V.

CAPITAL STOCK

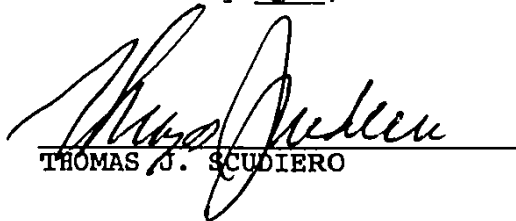
This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 5 day of May, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.


THOMAS J. SCUDIERO

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 provision of said Act relative to keeping open said office. Date: May 5, 1997.


THOMAS J. SCUDIERO

5:11 PM
MAY -6 PM 2:21
TALLAHASSEE, FLORIDA