

P97000042674

May 8, 1997

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
TALLAHASSEE, FLORIDA 32314

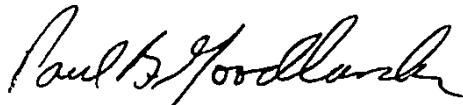
700002174437--3  
-05/12/97--01030--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: REHAB EDUCATIONAL SYSTEMS, INC.  
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$122.50 for filing fees, registered agent fee, and certified copy of Articles of Incorporation for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for REHAB EDUCATIONAL SYSTEMS, INC., a Florida Corporation.

Please advise when the Articles have been filed.

Sincerely,



PAUL B. GOODLANDER  
Incorporator

WESTSHORE ACCOUNTING, INC.  
JOHN R. THEIS CPA  
2851 MAPLEOFT LANE  
SARASOTA, FL 34232

MAY 14

B5B

FILED  
MAY 12 AM 10:18  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
REHAB EDUCATIONAL SYSTEMS, INC.

FILED  
97 MAY 12 AM 10:48  
STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be REHAB EDUCATIONAL SYSTEMS, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 3,000 shares of voting common stock (three thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

2651 MAPLELOFT LANE  
SARASOTA, FLORIDA 34232

and the name of the initial registered agent of this Corporation at that address is

JOHN R. THEIS CPA

ARTICLES OF INCORPORATION

REHAB EDUCATIONAL SYSTEMS, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially.  
The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name of the initial directors of this Corporation are:

PAUL B. GOODLANDER  
REBECCA M. LEMERY  
MARY L. JONES

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

PAUL B. GOODLANDER  
3695 BREEZEMONT DRIVE  
Sarasota, Florida 34232

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this corporation will be as follows:

2901 42ND STREET EAST  
BRADENTON, FLORIDA 34208

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

REHAB EDUCATIONAL SYSTEMS, INC.

ARTICLE XI - OFFICERS

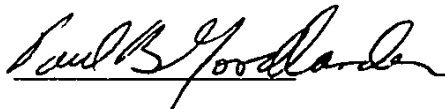
The initial officer of this Corporation is as follows:

PRESIDENT	REBECCA M. LEMERY
TREASURER	REBECCA M. LEMERY
VICE-PRESIDENT	PAUL B. GOODLANDER
SECRETARY	MARY L. JONES

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on May 18, 1997,  
and continue until dissolved as provided by law.

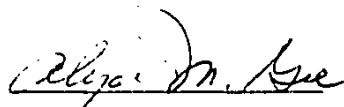
THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES  
OF INCORPORATION ON THIS 8 DAY OF MAY, 1997.



PAUL B. GOODLANDER  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

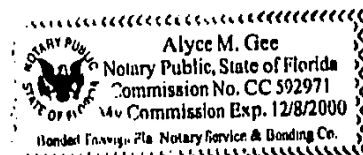
In my presence on May 8, 1997 appeared PAUL B.  
GOODLANDER, known to be the person described as the  
Incorporator, who executed the foregoing Articles of  
Incorporation, and said person did acknowledge subscribing  
to the same.



NOTARY PUBLIC

Driver's license provided for  
identification.

G 345-682-49-345-0



ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
REHAB EDUCATIONAL SYSTEMS, INC.

FILED  
97 MAY 12 AM 10:49  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: MAY 8, 1997

John R. Theis

JOHN R. THEIS CPA  
Registered Agent for  
REHAB EDUCATIONAL  
SYSTEMS, INC.