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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS TO:

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: EXCLUSIVE U.S.A. REHAB STAFFING INC.

AUDIT NUMBER..... H97000008867

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

CERT. OF STATUS...1 CERT. COPIES.....0

PAGES..... 3

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ARTICLES OF INCORPORATION

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EXCLUSIVE U.S.A. REHAB STAFFING INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: EXCLUSIVE U.S.A. REHAB STAFFING

The principal place of business of this corporation shall be:

1213 Bermuda Lakes Lane #206 Kissimmee, Florida 34741

ARTICLE IL NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: Zahid A. Memon 1213 Bermuda Lakes Lane #206 Kissimmee, Fl 34741

Prepared by: Zahid A. Memon

1213 Bermuda Lakes Lane #206 Kissimmee, Fl 34741

(407) 944-4041

ARTICLE VI INCORPORATOR(S)

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

Zahid A. Memon 1213 Bermuda Lakes Lane #206 Kissimmee, Fl 34741

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29th , day of May ,1997.

Signature(s) of incorporator(s)

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

EXCLUSIVE U.S.A. REHAB STAFFING INC.

1. The name of the corporation:

| 2. The name and address of the registered agent and office is |
|--|
| Zahid A. Memon 1213 Bermuda Lakes Lane #206 |
| (P.O. BOX NOT ACCEPTABLE) |
| Kissimmee, Fl 34741 |
| (CITY/STATE/ZIP) |
| (CITY/STATE/ZIP) |
| SIGNATURE |
| |
| TITLE PRESIDENT |
| DATE05/29/97 |
| |
| HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR TO ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF A STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCO OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES. SIGNATURE DATE DATE 05/29/97 |
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