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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: REHAB. CARE PROFESSIONALS, INC.

AUDIT NUMBER.....H97000009165

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

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ARTICLES OF INCORPORATION
OF
REHAB. CARE PROFESSIONALS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is REHAB. CARE PROFESSIONALS, INC., with principal office and mailing address located at 18383 NW 27th Avenue, Suite "A", Miami, Florida 33086.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169
305-653-8865

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MIAMI, FLORIDA

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

REGISTERED AGENT

REHAB. CARE PROFESSIONALS, INC., has named Michael A. Small 18383 NW 27th Avenue, Suite "A", Miami, Florida 33056. as the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the State of Florida is 18383 NW 27th Ave., Suite A, Miami, Fl 33056.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the two initial Directors are:

Michael A. Small 6716 Dogwood Drive, Miramar Florida 33023.

Dehlia Franklin 17913 SW 5th Street, Pembroke Pines, Fl 33029

ARTICLE VII

INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Michael A. Small, 6716 Dogwood Drive, Miramar Florida 33023.

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ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 4th day of June 1997.


Michael A. Small


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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take
acknowledgement in the State and County set forth above,
personally appeared Michael A. Small, known to me and known by me
to be the person who executed the foregoing Article of
Incorporation, and he/she acknowledged before me that he/she
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Official Seal in the State and County aforesaid, this 4th day
of June 1997.


FLORENCE V. MEIKLE
My Commission CC078235
Expires Jul. 08, 1998
Bonded by NA
NOTARY PUBLIC
State of Florida at Large


FLORENCE V. MEIKLE
My Commission CC078235
Expires Jul. 08, 1998
Bonded by NA
800-432-1888

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that REHAB. CARE PROFESSIONALS, INC., is desiring to
organize or qualify under the laws of the State of Florida with
its principal place of business at 18383 NW 27th Ave., Suite A,
Miami, Fl 33056, has named Michael A. Small of 18383 NW 27th
Ave., Suite A, Miami, Fl 33056, as its Registered Agent to accept
service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated this 4th day of June, 1997.

BY: Michael A. Small
Michael A. Small
Registered Agent

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