

P97000052833



ACCOUNT NO. : 072100000032

REFERENCE : 429010 4320229

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : June 16, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 429010-005

CUSTOMER NO: 4320229

100002212571--9

CUSTOMER: Tammy Thomas, Legal Assistant
KILPATRICK STOCKTON, LLP

Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

RECEIVED
97 JUN 16 AM 9:55
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: CRYSTAL RIVER HEALTHCARE &
REHAB, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
JUN 15 11:10:23
FLORIDA

EN JUN 16 1997

3

ARTICLES OF INCORPORATION
OF
CRYSTAL RIVER HEALTHCARE & REHAB, INC.

2000 JUN 15 10:00 AM
TALLAHASSEE
FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is

Crystal River Healthcare & Rehab, Inc.

SECOND: The street address of the principal office of the corporation is 136 N.E. 12th Avenue, Crystal River, Florida 34429.

THIRD: The number of shares that the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of \$0.01 dollars per share and all of which shall be of the same class and designated "Common Stock".

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

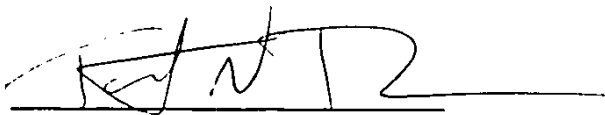
FIFTH: The name and address of the incorporator is:

Timothy N. Tucker, Esq.
Kilpatrick Stockton LLP
1100 Peachtree Street, Suite 2800
Atlanta, GA 30309

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all officers and directors whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on June 13, 1997.


Timothy N. Tucker, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Laura R Dunlap
Name: LAURA R DUNLAP
Title: ITS Agent

Date: 6-16-97

P97000052834

Transmittal Letter

June 6th, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 13 1997

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee, designation of registered agent, and charter tax.

700002212037--5
-06/13/97--01120--007
*****70.00 *****70.00

Sincerely,

Anabella Del Valle

Anabella Del Valle

Anabella Del Valle
10117 W. Oakland Park Blvd.
Suite #305
Sunrise, FL 33351

Enclosures

6/16/97

ARTICLES OF INCORPORATION
OF
COCOCAY IMPORT & EXPORT INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97.11.10.11.12.13.14.15.16.17

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be
COCOCAY IMPORT & EXPORT INC.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 10117 W. Oakland Park Blvd., Suite #305, Sunrise, Florida 33351 and the name of the initial Registered Agent for the corporation at that address is Anabella Del Valle.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Anabella Del Valle - President

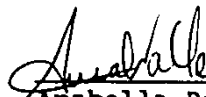
ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Anabella Del Valle
10117 W. Oakland Park Blvd.
Suite # 305
Sunrise, Florida 33351

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 9th day of June, 1997.

Incorporator:

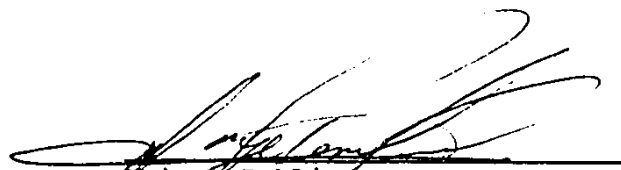


Anabella Del Valle

EL LIC # E 240-004-75-873-0

STATE OF Florida
COUNTY OF Broward

The foregoing instrument was executed and acknowledged
before me this 9th day of June, 1997, by Anabella Del Valle.



(SEAL)

Notary Public
State of Florida
My Commission Expires:



JORGE PENAFIEL
COMMISSION # CC 544754
EXPIRES APR 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 11 1997

The following is submitted in compliance with the laws of the State of Florida. Cococay Import & Export Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 10117 W. Oakland Park Blvd., Suite #305, Sunrise, FL 33351, has named Anabella Del Valle, whose address is 10117 W. Oakland Park Blvd., Suite #305, Sunrise, Florida 33351, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Anabella Del Valle

Anabella Del Valle

FL LIC # E 240-004-75-873-0

STATE OF Florida
COUNTY OF Broward

BEFORE ME, the undersigned authority, this day personally appeared Anabella Del Valle, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 9th day of June, 1997.

(SEAL)

Jorge Penafiel
Notary Public
State of Florida
My Commission Expires: _____



JORGE PENAFIEL
COMMISSION # CC 544754
EXPIRES APR 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.