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**STEVEN T. UTRECHT, P.A.**

ATTORNEY AT LAW  
SANCTUARY CENTRE - SUITE 300-D  
4800 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33431

E-MAIL  
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P97000053008

June 13, 1997

TRANSMITTED VIA FEDERAL EXPRESS

Division of Corporations  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **Med Health & Rehab Centers, Inc.**

Dear Sir or Madam:

Enclosed herewith is an original and photocopy of the Articles of Incorporation for **MED HEALTH & REHAB CENTERS, INC.**, which we request that you file with the Secretary of State and return certified copy to the undersigned.

For the foregoing purpose, we have enclosed our check, in the amount of \$122.50, together with a self-addressed, Federal Express envelope to expedite the return of the certified copy.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Steven T. Utrecht

STU:rks

Enclosure

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-06/16/97--01015--001  
\*\*\*\*122.50 \*\*\*\*122.50

**ARTICLES OF INCORPORATION  
OF  
MED HEALTH & REHAB CENTERS, INC.**

**FILED**  
97 JUN 16 PM 2:11  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be **MED HEALTH & REHAB CENTERS, INC.** The address of the principal office of this corporation is Sanctuary Centre - Suite 300-D, 4800 North Federal Highway, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

**ARTICLE II - Nature of Business**

The purpose of the Corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, country, 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 Five Hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

**ARTICLE IV - Term of Existence**

This Corporation is to exist perpetually.

**ARTICLE V - Registered Agent**

The street address of the initial Registered Office of this Corporation is Sanctuary Centre - Suite 300-D, 4800 North Federal Highway, Boca Raton, Florida 33431; and the initial Registered Agent of this Corporation at that address is **STEVEN T. UTRECHT**.

**ARTICLE VI - Incorporator**


The name and street address of the Incorporator to these Articles of Incorporation:

**STEVEN T. UTRECHT  
Sanctuary Centre - Suite 300-D  
4800 North Federal Highway  
Boca Raton, Florida 33431**

**ARTICLE VII**

These Articles of Incorporation may be amended in the manner provided by Law.

**IN WITNESS WHEREOF**, the undersigned Incorporator has made and executed these Articles of Incorporation of **MED HEALTH & REHAB CENTERS, INC.** for the uses and purposes aforesaid this 13th day of June, 1997.

  
\_\_\_\_\_  
**STEVEN T. UTRECHT**

**STATE OF FLORIDA**

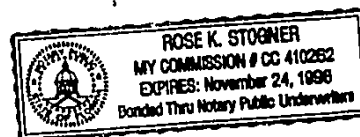
**COUNTY OF PALM BEACH**

**BEFORE ME**, the undersigned authority, personally appeared, **STEVEN T. UTRECHT**, to me well known and personally known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

**WITNESS** my hand and official seal this 13th day of June, 1997.



**ROSE K. STOGNER,**  
Notary Public - State of Florida  
Commission N.: CC 410262  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That **MED HEALTH & REHAB CENTERS, INC.** desiring to organize under the laws of the State of Florida has named **STEVEN T. UTRECHT**, located at Sanctuary Centre - Suite 300-D, 4800 North Federal Highway in Boca Raton, Florida 33431, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

*STU*

**STEVEN T. UTRECHT, Registered Agent**

FILED  
JUN 16 PM 2:11  
TALLAHASSEE FLORIDA