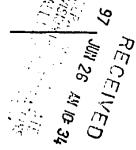
ROWATION ACCOUNT NO.: 072100000032 REFERENCE: 440205 71077 AUTHORIZATION: COST LIMIT : \$ 70.00 ORDER DATE: June 24, 1997 ORDER TIME : 9:26 AM ORDER NO. : 440205-010 CUSTOMER NO: 7107770 400002223474--0 CUSTOMER: Mr. John Korf MR. JOHN KORF Suite 306 2929 East Commercial Boulevard Fort Lauderdale, FL 33308 DOMESTIC FILING NAME: CLEARWATER REHAB, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING CONTACT PERSON: Tonya C. Holliday EXAMINER'S INITIALS:



JUN 26 1997

FILED

97 JUN 26 AHII: 18

ARTICLES OF INCORPORATION

OF

SECRE ... STATE TALLAHASSEE, FLORIDA

CLEARWATER REHAB, INC.

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:

CLEARWATER REHAB, INC.

The address of the principal office of this corporation shall be 2929 East Commercial Boulevard, Suite 306, Fort Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ralph Rosenberg

2929 East Commercial Boulevard Suite 306 Fort Lauderdale, Florida 33308

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.

1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 26, 1997.

Incorporator

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

It's Agent, Deborah D. Skipper Authorized Service Representative

Corporation Service Company

TFR/TONYA C. HOLLIDAY