

P970000 58328

June 25, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RECEIVED
6-26-97

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-07/02/97--01042--006
****122.50 ****122.50

RE: Certificate of Incorporation
Priority Rehabilitation & Health Care Center, Inc.

Dear Sir/Madam:

Enclosed please find original and one (1) copy of Certificate of Incorporation for Priority Rehabilitation & Health Care Center, Inc. Also enclosed, please find check payable to your order in the amount of one hundred twenty two and 50/100 (\$122.50) dollars for the filing of the enclosed Certificate of Incorporation with the Secretary of State.

Upon filing of the enclosed, please return a certified copy of same to the undersigned in the envelope provided.

Thank you for your attention.

Very truly yours,


Dr. Michael Levine

DR. MICHAEL LEVINE
4313 HOLLYWOOD BLVD.
HOLLYWOOD, FL 33021
305-981-4444

F. O. BOGGS JUL 3 1997

ARTICLES OF INCORPORATION
OF
Priority Rehabilitation & Health Care Center, Inc.

The undersigned does hereby sign this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
(Name)

The name of the corporation shall be: Priority Rehabilitation & Health Care Center, Inc.

ARTICLE II
(Duration)

The corporation shall have perpetual existence.

ARTICLE III
(Purpose)

In general, to carry on any other business with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE IV
(Address)

The principal office of this corporation shall be located at: 12121 Pembroke Road, Pembroke Pines, FL.

ARTICLE V
(Capital Stock)

The maximum number of shares of common stock that the corporation is authorized to issue is One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

ARTICLE VI
(Corporate Existence)

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII
(Directors)

FILED
JUL -2 AM 11:38
TALLAHASSEE, FLORIDA

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows:

NAME

STREET ADDRESS

Dr. Michael Levine

9874 N.W. 6th Court,
Plantation, FL 33324

There shall be not less than one (1) director.

ARTICLE VIII
(Incorporator)

The name and street address of each subscriber to this Certificate of Incorporation is as follows:

NAME

STREET ADDRESS

Dr. Michael Levine

9874 N.W. 6th Court,
Plantation, FL 33324

ARTICLE IX
(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation and the initial Registered Agent is as follows:

NAME

STREET ADDRESS

Dr. Michael Levine

9874 N.W. 6th Court,
Plantation, FL 33324

ARTICLE X
(Indemnification)

Provided that the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to any action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the

benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI
(Powers)

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act


ARTICLE XII
(Amendment)

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII
(Bylaws)

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal and Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of June, 1997


Dr. Michael Levine (Subscriber)
Date: 6-26, 1997

STATE OF FLORIDA)
 Broward S.S.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Dr. Michael Levine to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 26th day of June, 1997.


Notary Public, State of Florida at Large

My Commission Expires:



HOLLY A. WETTRICH
MY COMMISSION # CG318258 EXPIRES
September 23, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

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

Priority Rehabilitation & Health Care Center, Inc.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

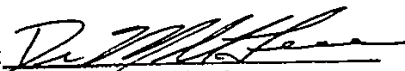
That Priority Rehabilitation & Health Care Center, Inc., organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Plantation, County of Broward, state of Florida, has named Dr. Michael Levine located at 9874 N.W. 6th Court, Plantation, FL 33324, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Dated: 6-25, 1997

By:



Dr. Michael Levine
Registered Agent

TALLAHASSEE, FLORIDA

97 JUL -2 AM 11:39

FILED