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****Board Certified Civil Trial Lawyer**
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******Board Certified Business Litigation Lawyer**

Please refer to our file number

Writer's 40543 1766-2728

Reply to: Sarasota

July 11, 1997

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/14/97-01114-020
*****122.50 ***122.50**

Re: Phoenix Rehab Associates, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation of the above named corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing of Articles of Incorporation	\$35.00
Certified Copy of Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us a certified copy of the Articles of Incorporation in the enclosed, self-addressed, stamped envelope.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED

By: *Rebecca J. Kennedy*
Rebecca J. Kennedy, C.L.A.
Certified Legal Assistant

FILED
97 JUL 14 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
/bjk
Enclosures

QN 7-16-97

ARTICLES OF INCORPORATION
OF
PHOENIX REHAB ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

PHOENIX REHAB ASSOCIATES, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The 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 a par value of \$1.00 per share.

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97 JUL 14 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2124 Cork Oak Street, Sarasota, Florida 34232.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 2124 Cork Oak Street, Sarasota, Florida 34232 and the registered agent at such office is Robert Coe Schneider.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Robert Coe Schneider

2124 Cork Oak Street
Sarasota, FL 34232

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

Robert Coe Schneider

2124 Cork Oak Street
Sarasota, FL 34232

The undersigned has executed these Articles this 11 day
of July, 1997.

Robert Coe Schneider
Robert Coe Schneider

"INCORPORATOR"

Having been named as Registered Agent and to accept service of
process for PHOENIX REHAB ASSOCIATES, INC. at the place designated
in the Articles, 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.

Date

7/11/97

Robert Coe Schneider
Robert Coe Schneider,
Registered Agent

FILED
97 JUL 14 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA