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LAW OFFICES OF
BELLO & MATHESON, P.A.
1835 19TH PLACE
VERO BEACH, FLORIDA 32960

JUAN A. BELLO
EDWARD G. MATHESON

TELEPHONE
(561) 569-2667

July 15, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: New Filing Section

100002239611--2
-07/16/97--01070--017
****122.50 ****122.50

Re: NORCA OUTPATIENT REHABILITATION MANAGEMENT, INC.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above named, proposed Florida corporation. In addition, you will also find our firm check in the amount of \$122.50, representing payment of the following:

Corporate Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy Fee	\$ 52.50
	== ==
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to our office.

If you should have any questions, or require any additional information, please don't hesitate to contact the office.

Thanking you in advance for your attention in this matter.

Sincerely,

Juan A. Bello/lh
Juan A. Bello

JAB:lg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 10:04

2/6/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 16 AM 10:04

ARTICLES OF INCORPORATION

OF

NORCA OUTPATIENT REHABILITATION MANAGEMENT, INC.

The undersigned incorporator, for the purposes of forming a corporation under the laws of the State of Florida adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this corporation is NORCA OUTPATIENT REHABILITATION MANAGEMENT, INC.

ARTICLE II

The principal office and mailing address of this corporation are:

1867 20th Avenue
Vero Beach, Florida 32960

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V

The street address of the initial registered office of this corporation is:

1867 20th Avenue
Vero Beach, Florida 32960

and the name of the initial registered agent of this corporation is:

Name

Peter Welter

Address

1867 20th Avenue
Vero Beach, Florida 32960

ARTICLE VI

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

ARTICLE VII

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirements for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the

shareholders is subject to this reservation.

ARTICLE X

The name and address of the Incorporator signing these Articles of Incorporation is:

Name
Peter Welter

Address
1867 20th Avenue
Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1997.

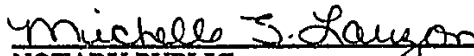


Peter Welter

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, personally appeared Peter Welter, who being first duly sworn and known to me to be the person named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 15th day of July, 1997.



NOTARY PUBLIC

Michelle J. Lauzon

(Printed Name of Notary)

My Commission Expires:



MICHELLE J LAUZON
My Commission CC305013
Expires Apr. 20, 1998
Bonded by ANB
800-882-8378

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 16 AM 10:04

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said act: NORCA OUTPATIENT REHABILITATION MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Vero Beach, County of Indian River, State of Florida, has named Peter Welter, located at 1867 20th Avenue, Vero Beach, Florida 32960, as its agent 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 provisions of said act relative to keeping open said office.



Peter Welter