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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 479249 10457A

AUTHORIZATION :

*Patricia P. P.*

COST LIMIT : \$ 70

ORDER DATE : July 29, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 479249-005

CUSTOMER NO: 10457A

800002252508--5

CUSTOMER: Jeffrey Wolfson, Esq  
JEFFREY WOLFSON, ESQ

644 Se 5th Avenue  
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: SOUTH PALM REHABILITATION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL 30 PM 1:20

FILED

RECEIVED  
97 JUL 30 PM 11:28

SN JUL 30 1997

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ARTICLES OF INCORPORATION  
OF  
SOUTH PALM REHABILITATION, INC.

FILED  
97 JUL 30 PM 1:20  
SECRETARY OF STATE  
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:

SOUTH PALM REHABILITATION, INC.

The address of the principal office of this corporation shall be 4800 Linton Boulevard, #B, Delray Beach, Florida 33445 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. STOCK ISSUANCE

The stock of this corporation shall be issued as follows:

Jeffrey Wolfson                      100% of the shares

ARTICLE V. 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 VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. 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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jeffrey Wolfson	633 South Federal Highway, Suite 300
Dir.	Ft. Lauderdale, Florida 33301

Steve Meadows	4800 Linton Boulevard, #B
Dir.	Delray Beach, Florida 33445

David Buchalter	Same As Above
Dir.	

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on July 30, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

CKS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA